ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
APPLICATION FOR PERMIT

SECTION I. IDENTIFICATION, GENERAL INFORMATION, AND CERTIFICATION

This Section must be completed for all projects.

Facility/Project Identification

Facility Name: Montrose Behavioral Health Hospital		
Street Address: 4840 N. Marine Drive		
City and Zip Code: Chicago, IL 60640		
County: Cook	Health Service Area: 06	Health Planning Area: A-01

Applicant(s) [Provide for each applicant (refer to Part 1130.220)]

Exact Legal Name: Acadia Healthcare Company, Inc.
Street Address: 6100 Tower Circle, Suite 1000
City and Zip Code: Franklin, Tennessee 37067
Name of Registered Agent: CT Corporation System
Registered Agent Street Address: 208 South LaSalle Street, Suite 814
Registered Agent City and Zip Code: Chicago, IL 60604
Name of Chief Executive Officer: Christopher H. Hunter
CEO Street Address: 6100 Tower Circle #1000
CEO City and Zip Code: Franklin, Tennessee 37067
CEO Telephone Number: 615-861-6000

Type of Ownership of Applicants

☐	Non-profit Corporation	☐	Partnership		
☒	For-profit Corporation	☐	Governmental		
☐	Limited Liability Company	☐	Sole Proprietorship	☐	Other

- Corporations and limited liability companies must provide an **Illinois certificate of good standing.**
- Partnerships must provide the name of the state in which they are organized and the name and address of each partner specifying whether each is a general or limited partner.

APPEND DOCUMENTATION AS ATTACHMENT 1 IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

Primary Contact [Person to receive ALL correspondence or inquiries]

Name: Kara Friedman/Anne Cooper
Title: Legal Counsel
Company Name: Polsinelli PC
Address: 150 N. Riverside Suite 3000, Chicago, IL 60606
Telephone Number: 312-873-3639/312-873-3606
E-mail Address: kfriedman@polsinelli.com/acooper@polsinelli.com
Fax Number:

Additional Contact [Person who is also authorized to discuss the application for permit]

Name: Dr. Jeffrey Woods, MS, MPH, MSN, DNP
Title: Operations Group President
Company Name: Acadia Healthcare Company, Inc.
Address: 6100 Tower Circle, Suite 1000, Franklin, Tennessee 37067
Telephone Number: (615) 721-1238
E-mail Address: Jeffrey.Woods@acadiahealthcare.com
Fax Number:

Facility/Project Identification

Facility Name: Montrose Behavioral Health Hospital		
Street Address: 4840 N. Marine Drive		
City and Zip Code: Chicago, IL 60640		
County: Cook	Health Service Area: 06	Health Planning Area: A-01

Applicant(s) [Provide for each applicant (refer to Part 1130.220)]

Exact Legal Name: Chicago BH Hospital, LLC d/b/a Montrose Behavioral Health Hospital
Street Address: 6100 Tower Circle, Suite 1000
City and Zip Code: Franklin, Tennessee 37067
Name of Registered Agent: CT Corporation System
Registered Agent Street Address: 208 South LaSalle Street, Suite 814
Registered Agent City and Zip Code: Chicago, IL 60604
Name of Chief Executive Officer: Christopher H. Hunter
CEO Street Address: 6100 Tower Circle #1000
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- Partnerships must provide the name of the state in which they are organized and the name and address of each partner specifying whether each is a general or limited partner.

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Address: 6100 Tower Circle, Suite 1000, Franklin, Tennessee 37067
Telephone Number: (615) 721-1238
E-mail Address: Jeffrey.Woods@acadiahealthcare.com
Fax Number:

Post Permit Contact

[Person to receive all correspondence after permit issuance-**THIS PERSON MUST BE EMPLOYED BY THE LICENSED HEALTH CARE FACILITY AS DEFINED AT 20 ILCS 3960]**

Name: Kara Friedman/Anne Cooper
Title: Legal Counsel
Company Name: Polsinelli PC
Address: 150 N. Riverside Suite 3000, Chicago, IL 60606
Telephone Number: 312-873-3639/312-873-3606
E-mail Address: kfriedman@polsinelli.com/acooper@polsinelli.com
Fax Number:

Site Ownership

[Provide this information for each applicable site]

Exact Legal Name of Site Owner: Chicago BH Hospital, LLC
Address of Site Owner: 6100 Tower Cir, Ste 1000, Franklin, TN 37067
Street Address or Legal Description of the Site: 4840 North Marine Drive, Chicago, Illinois 60640 **Proof of ownership or control of the site is to be provided as Attachment 2. Examples of proof of ownership are property tax statements, tax assessor's documentation, deed, notarized statement of the corporation attesting to ownership, an option to lease, a letter of intent to lease, or a lease.**
APPEND DOCUMENTATION AS <u>ATTACHMENT 2,</u> IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

Operating Identity/Licensee

[Provide this information for each applicable facility and insert after this page.]

Exact Legal Name: Chicago BH Hospital, LLC
Address: 6100 Tower Cir, Ste 1000, Franklin, TN 37067

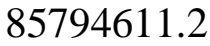
☐ Non-profit Corporation ☐ Partnership
☐ For-profit Corporation ☐ Governmental
☒ Limited Liability Company ☐ Sole Proprietorship ☐ Other

- Corporations and limited liability companies must provide an Illinois Certificate of Good Standing.
- Partnerships must provide the name of the state in which organized and the name and address of each partner specifying whether each is a general or limited partner.
- **Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.**

APPEND DOCUMENTATION AS ATTACHMENT 3, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

Organizational Relationships

Provide (for each applicant) an organizational chart containing the name and relationship of any person or entity who is related (as defined in Part 1130.140). If the related person or entity is participating in the development or funding of the project, describe the interest and the amount and type of any financial contribution.
APPEND DOCUMENTATION AS <u>ATTACHMENT 4,</u> IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.



Flood Plain Requirements

[Refer to application instructions.]

Provide documentation that the project complies with the requirements of Illinois Executive Order #2006-5 pertaining to construction activities in special flood hazard areas. As part of the flood plain requirements, please provide a map of the proposed project location showing any identified floodplain areas. Floodplain maps can be printed at **www.FEMA.gov** or **www.illinoisfloodmaps.org**. **This map must be in a readable format**. In addition, please provide a statement attesting that the project complies with the requirements of Illinois Executive Order #2006-5 (**http://www.hfsrb.illinois.gov**). **NOTE:** A SPECIAL FLOOD HAZARD AREA AND 500-YEAR FLOODPLAIN DETERMINATION FORM has been added at the conclusion of this Application for Permit that must be completed to deem a project complete.

APPEND DOCUMENTATION AS ATTACHMENT 5, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

Historic Resources Preservation Act Requirements

[Refer to application instructions.]

Provide documentation regarding compliance with the requirements of the Historic Resources Preservation Act.

APPEND DOCUMENTATION AS ATTACHMENT 6, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

DESCRIPTION OF PROJECT

1. Project Classification

[Check those applicable - refer to Part 1110.20 and Part 1120.20(b)]

Part 1110 Classification :

☐ Substantive

☒ Non-substantive

2. Narrative Description

In the space below, provide a brief narrative description of the project. Explain **WHAT** is to be done in **State Board defined terms**, **NOT WHY** it is being done. If the project site does NOT have a street address, include a legal description of the site. Include the rationale regarding the project's classification as substantive or non-substantive.

Acadia Healthcare Company, Inc. and Chicago BH Hospital, LLC (the "Applicants") seek authority from the Illinois Health Facilities and Services Review Board (the "State Board") to modernize its 101-bed inpatient adult behavioral health building located at 4840 N. Marine Drive, Chicago, IL 60640 at a cost of $34,024,297 (the "Project"). The adult inpatient building is a 5-story building consisting of 33,952 square feet of clinical space, 16,748 square feet of non-clinical space for a total of 50,700 square feet of space and is part of a larger complement of inpatient beds for specialized behavioral health services.

The Applicants received a certificate of need permit for Project No. 22-008 on June 7, 2022 for the modernization of the adult inpatient building with a permit amount of $24,360,969. Due to unforeseen cost escalations due to recent extraordinary inflation and expansion of the scope of the non-reviewable elements of the Project to include replacement of the roof system, elevator, and mechanical, electrical, and plumbing ("MEP") system. Based on technical assistance received from State Board staff, the construction related to the adult building modernization will commence under the permit for Project. No. 22-008, which will be relinquished upon approval of this certificate of need application. With the prompt review and approval of this Project, the Applicants will not exceed the approved permit amount for Project No. 22-008 prior to the issuance of the certificate of need ("CON") permit for this application, which the Applicants anticipate the State Board will approve before the end of this calendar year.

This project is classified as non-substantive because it proposes a modification of an existing health care facility.

Project Costs and Sources of Funds

Complete the following table listing all costs (refer to Part 1120.110) associated with the project. When a project or any component of a project is to be accomplished by lease, donation, gift, or other means, the fair market or dollar value (refer to Part 1130.140) of the component must be included in the estimated project cost. If the project contains non-reviewable components that are not related to the provision of health care, complete the second column of the table below. Note, the use and sources of funds must be equal.

Project Costs and Sources of Funds			
USE OF FUNDS	**CLINICAL**	**NONCLINICAL**	**TOTAL**
Preplanning Costs			
Site Survey and Soil Investigation			
Site Preparation			
Off Site Work			
New Construction Contracts			
Modernization Contracts	$10,488,223	$16,829,435	$27,317,658
Contingencies	$915,141	$450,741	$1,365,882
Architectural/Engineering Fees	$998,114	$715,489	$1,713,603
Consulting and Other Fees	$129,176	$63,624	$192,800
Movable or Other Equipment (not in construction contracts)	$1,866,620	$919,380	$2,786,000
Bond Issuance Expense (project related)			
Net Interest Expense During Construction (project related)			
Fair Market Value of Leased Space or Equipment			
Other Costs to Be Capitalized	$434,397	$213,957	$648,354
Acquisition of Building or Other Property (excluding land)			
TOTAL USES OF FUNDS	**$14,831,671**	**$19,192,626**	**$34,024,297**
SOURCE OF FUNDS	**CLINICAL**	**NONCLINICAL**	**TOTAL**
Cash and Securities	$14,831,671	$19,192,626	$34,024,297
Pledges			
Gifts and Bequests			
Bond Issues (project related)			
Mortgages			
Leases (fair market value)			
Governmental Appropriations			
Grants			
Other Funds and Sources			
TOTAL SOURCES OF FUNDS	**$14,831,671**	**$19,192,626**	**$34,024,297**

NOTE: ITEMIZATION OF EACH LINE ITEM MUST BE PROVIDED AT ATTACHMENT 7, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

Related Project Costs
Provide the following information, as applicable, with respect to any land related to the project that will be or has been acquired during the last two calendar years:

Land acquisition is related to project ☐ Yes ☒ No
Purchase Price: $_________________
Fair Market Value: $_________________

The project involves the establishment of a new facility or a new category of service
☐ Yes ☒ No

If yes, provide the dollar amount of all **non-capitalized** operating start-up costs (including operating deficits) through the first full fiscal year when the project achieves or exceeds the target utilization specified in Part 1100.

Estimated start-up costs and operating deficit cost is $ ______________.

Project Status and Completion Schedules

For facilities in which prior permits have been issued please provide the permit numbers.

Indicate the stage of the project's architectural drawings:

☐ None or not applicable ☐ Preliminary

☒ Schematics ☐ Final Working

Anticipated project completion date (refer to Part 1130.140): _December 31, 2023[1]___________

Indicate the following with respect to project expenditures or to financial commitments (refer to Part 1130.140): **See Attachment – 8 for explanation**

☐ Purchase orders, leases or contracts pertaining to the project have been executed.
☐ Financial commitment is contingent upon permit issuance. Provide a copy of the contingent "certification of financial commitment" document, highlighting any language related to CON Contingencies
☐ Financial Commitment will occur after permit issuance.

APPEND DOCUMENTATION AS ATTACHMENT 8, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

State Agency Submittals [Section 1130.620(c)]

Are the following submittals up to date as applicable?
☐ Cancer Registry **– Not Applicable**
☐ APORS **– Not Applicable**
☒ All formal document requests such as IDPH Questionnaires and Annual Bed Reports been submitted
☒ All reports regarding outstanding permits
Failure to be up to date with these requirements will result in the application for permit being deemed incomplete.

[1] While it is anticipated the adult inpatient building will be operational by the third quarter of 2023, the Applicants may encounter labor and supply chain issues related to the COVID-19 pandemic and have listed December 31, 2023 as the outside date for operationalizing the adult inpatient building.

Cost Space Requirements

Provide in the following format, the **Departmental Gross Square Feet (DGSF)** or the **Building Gross Square Feet** (**BGSF)** and cost. The type of gross square footage either **DGSF** or **BGSF** must be identified. The sum of the department costs **MUST** equal the total estimated project costs. Indicate if any space is being reallocated for a different purpose. Include outside wall measurements plus the departments or area's portion of the surrounding circulation space. **Explain the use of any vacated space.**

Not Reviewable Space [i.e., non-clinical]: *means an area for the benefit of the patients, visitors, staff, or employees of a health care facility and not directly related to the diagnosis, treatment, or rehabilitation of persons receiving services from the health care facility. "Non-clinical service areas" include, but are not limited to, chapels; gift shops; newsstands; computer systems; tunnels, walkways, and elevators; telephone systems; projects to comply with life safety codes; educational facilities; student housing; patient, employee, staff, and visitor dining areas; administration and volunteer offices; modernization of structural components (such as roof replacement and masonry work); boiler repair or replacement; vehicle maintenance and storage facilities; parking facilities; mechanical systems for heating, ventilation, and air conditioning; loading docks; and repair or replacement of carpeting, tile, wall coverings, window coverings or treatments, or furniture. Solely for the purpose of this definition, "non-clinical service area" does not include health and fitness centers.* [20 ILCS 3960/3]

		Gross Square Feet		Amount of Proposed Total Gross Square Feet That Is:			
Dept. / Area	**Cost**	**Existing**	**Proposed**	**New Const.**	**Modernized**	**As Is**	**Vacated Space**
REVIEWABLE							
Medical Surgical							
Intensive Care							
Diagnostic Radiology							
MRI							
Total Clinical							
NON-REVIEWABLE							
Administrative							
Parking							
Gift Shop							
Total Non-clinical							
TOTAL							

APPEND DOCUMENTATION AS ATTACHMENT 9, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

Facility Bed Capacity and Utilization

Complete the following chart, as applicable. Complete a separate chart for each facility that is a part of the project and insert the chart after this page. Provide the existing bed capacity and utilization data for the latest **Calendar Year for which data is available. Include observation days in the patient day totals for each bed service.** Any bed capacity discrepancy from the Inventory will result in the application being deemed **incomplete**.

FACILITY NAME: Montrose Behavioral Health Hospital			**CITY: Chicago**		
REPORTING PERIOD DATES:	**From: January 1 , 2020**		**to: December 31, 2020**		
Category of Service	**Authorized Beds**	**Admissions**	**Patient Days**	**Bed Changes**	**Proposed Beds**
Medical/Surgical					
Obstetrics					
Pediatrics					
Intensive Care					
Comprehensive Physical Rehabilitation					
Acute/Chronic Mental Illness	161	66	421	0	161
Adult Mental Illness	101	66	421	0	101
Pediatric Mental Illness	60	0	0	0	60
Neonatal Intensive Care					
General Long-Term Care					
Specialized Long-Term Care					
Long Term Acute Care					
Other ((identify)					
TOTALS:	**161**	**66**	**421**	**0**	**161**

CERTIFICATION

The application must be signed by the authorized representative(s) of the applicant entity. The authorized representative(s) are:

- in the case of a corporation, any two of its officers or members of its Board of Directors;
- in the case of a limited liability company, any two of its managers or members (or the sole manager or member when two or more managers or members do not exist);
- in the case of a partnership, two of its general partners (or the sole general partner, when two or more general partners do not exist);
- in the case of estates and trusts, two of its beneficiaries (or the sole beneficiary when two or more beneficiaries do not exist); and
- in the case of a sole proprietor, the individual that is the proprietor.

This Application for Permit is filed on the behalf of Acadia Healthcare Company, Inc.* in accordance with the requirements and procedures of the Illinois Health Facilities Planning Act. The undersigned certifies that he or she has the authority to execute and file this application for permit on behalf of the applicant entity. The undersigned further certifies that the data and information provided herein, and appended hereto, are complete and correct to the best of his or her knowledge and belief. The undersigned also certifies that the permit application fee required for this application is sent herewith or will be paid upon request.

SIGNATURE	SIGNATURE
Christopher L. Howard	David Duckworth
PRINTED NAME	PRINTED NAME
Vice President and Secretary	Vice President and Treasurer
PRINTED TITLE	PRINTED TITLE
Notarization: Subscribed and sworn to before me this 4th day of October, 2022	Notarization: Subscribed and sworn to before me this 4th day of October 2022
Signature of Notary	Signature of Notary
Seal ANGIE D. HOEHN STATE OF TENNESSEE NOTARY PUBLIC WILLIAMSON COUNTY, TN	Seal ANGIE D. HOEHN STATE OF TENNESSEE NOTARY PUBLIC WILLIAMSON COUNTY, TN

*Insert EXACT legal name of the applicant

81629703.1

CERTIFICATION

The application must be signed by the authorized representative(s) of the applicant entity. The authorized representative(s) are:

- in the case of a corporation, any two of its officers or members of its Board of Directors;
- in the case of a limited liability company, any two of its managers or members (or the sole manager or member when two or more managers or members do not exist);
- in the case of a partnership, two of its general partners (or the sole general partner, when two or more general partners do not exist);
- in the case of estates and trusts, two of its beneficiaries (or the sole beneficiary when two or more beneficiaries do not exist); and
- in the case of a sole proprietor, the individual that is the proprietor.

This Application for Permit is filed on the behalf of Chicago BH Hospital, LLC* in accordance with the requirements and procedures of the Illinois Health Facilities Planning Act. The undersigned certifies that he or she has the authority to execute and file this application for permit on behalf of the applicant entity. The undersigned further certifies that the data and information provided herein, and appended hereto, are complete and correct to the best of his or her knowledge and belief. The undersigned also certifies that the permit application fee required for this application is sent herewith or will be paid upon request.

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Christopher L. Howard	David Duckworth
PRINTED NAME	PRINTED NAME
Vice President and Secretary	Vice President and Treasurer
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Seal ANGIE D. HOEHN STATE OF TENNESSEE NOTARY PUBLIC WILLIAMSON COUNTY	Seal ANGIE D. HOEHN STATE OF TENNESSEE NOTARY PUBLIC WILLIAMSON COUNTY

*Insert EXACT legal name of the applicant

81629703.1

SECTION III. BACKGROUND, PURPOSE OF THE PROJECT, AND ALTERNATIVES - INFORMATION REQUIREMENTS

This Section is applicable to all projects except those that are solely for discontinuation with no project costs.

1110.110(a) – Background of the Applicant

READ THE REVIEW CRITERION and provide the following required information:

BACKGROUND OF APPLICANT

1. A listing of all health care facilities owned or operated by the applicant, including licensing, and certification if applicable.

2. A listing of all health care facilities currently owned and/or operated in Illinois, by any corporate officers or directors, LLC members, partners, or owners of at least 5% of the proposed health care facility.

3. For the following questions, please provide information for each applicant, including corporate officers or directors, LLC members, partners, and owners of at least 5% of the proposed facility. A health care facility is considered owned or operated by every person or entity that owns, directly or indirectly, an ownership interest.

   a. A certified listing of any adverse action taken against any facility owned and/or operated by the applicant, directly or indirectly, during the three years prior to the filing of the application.

   b. A certified listing of each applicant, identifying those individuals that have been cited, arrested, taken into custody, charged with, indicted, convicted, or tried for, or pled guilty to the commission of any felony or misdemeanor or violation of the law, except for minor parking violations; or the subject of any juvenile delinquency or youthful offender proceeding. Unless expunged, provide details about the conviction, and submit any police or court records regarding any matters disclosed.

   c. A certified and detailed listing of each applicant or person charged with fraudulent conduct or any act involving moral turpitude.

   d. A certified listing of each applicant with one or more unsatisfied judgements against him or her.

   e. A certified and detailed listing of each applicant who is in default in the performance or discharge of any duty or obligation imposed by a judgment, decree, order or directive of any court or governmental agency.

4. Authorization permitting HFSRB and DPH access to any documents necessary to verify the information submitted, including, but not limited to official records of DPH or other State agencies; the licensing or certification records of other states, when applicable; and the records of nationally recognized accreditation organizations. **Failure to provide such authorization shall constitute an abandonment or withdrawal of the application without any further action by HFSRB.**

5. If, during a given calendar year, an applicant submits more than one application for permit, the documentation provided with the prior applications may be utilized to fulfill the information requirements of this criterion. In such instances, the applicant shall attest that the information was previously provided, cite the project number of the prior application, and certify that no changes have occurred regarding the information that has been previously provided. The applicant can submit amendments to previously submitted information, as needed, to update and/or clarify data.

APPEND DOCUMENTATION AS ATTACHMENT 11, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM. EACH ITEM (1-4) MUST BE IDENTIFIED IN ATTACHMENT 11.

Criterion 1110.110(b) & (d)

PURPOSE OF PROJECT

1. Document that the project will provide health services that improve the health care or well-being of the market area population to be served.
2. Define the planning area or market area, or other relevant area, per the applicant's definition.
3. Identify the existing problems or issues that need to be addressed as applicable and appropriate for the project.
4. Cite the sources of the documentation.
5. Detail how the project will address or improve the previously referenced issues, as well as the population's health status and well-being.
6. Provide goals with quantified and measurable objectives, with specific timeframes that relate to achieving the stated goals **as appropriate**.

For projects involving modernization, describe the conditions being upgraded, if any. For facility projects, include statements of the age and condition of the project site, as well as regulatory citations, if any. For equipment being replaced, include repair and maintenance records.

NOTE: Information regarding the "Purpose of the Project" will be included in the State Board Staff Report.

APPEND DOCUMENTATION AS ATTACHMENT 12, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM. EACH ITEM (1-6) MUST BE IDENTIFIED IN ATTACHMENT 12.

ALTERNATIVES

1) Identify **ALL** the alternatives to the proposed project:

Alternative options **must** include:

A) Proposing a project of greater or lesser scope and cost.

B) Pursuing a joint venture or similar arrangement with one or more providers or entities to meet all or a portion of the project's intended purposes; developing alternative settings to meet all or a portion of the project's intended purposes.

C) Utilizing other health care resources that are available to serve all or a portion of the population proposed to be served by the project; and

D) Provide the reasons why the chosen alternative was selected.

2) Documentation shall consist of a comparison of the project to alternative options. The comparison shall address issues of total costs, patient access, quality, and financial benefits in both the short-term (within one to three years after project completion) and long-term. This may vary by project or situation. **FOR EVERY ALTERNATIVE IDENTIFIED, THE TOTAL PROJECT COST AND THE REASONS WHY THE ALTERNATIVE WAS REJECTED MUST BE PROVIDED.**

3) The applicant shall provide empirical evidence, including quantified outcome data that verifies improved quality of care, as available.

APPEND DOCUMENTATION AS ATTACHMENT 13, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

SECTION IV. PROJECT SCOPE, UTILIZATION, AND UNFINISHED/SHELL SPACE

Criterion 1110.120 - Project Scope, Utilization, and Unfinished/Shell Space

READ THE REVIEW CRITERION and provide the following information:

SIZE OF PROJECT:

1. Document that the amount of physical space proposed for the proposed project is necessary and not excessive. **This must be a narrative and it shall include the basis used for determining the space and the methodology applied.**

2. If the gross square footage exceeds the BGSF/DGSF standards in Appendix B, justify the discrepancy by documenting one of the following:

   a. Additional space is needed due to the scope of services provided, justified by clinical or operational needs, as supported by published data or studies and certified by the facility's Medical Director.

   b. The existing facility's physical configuration has constraints or impediments and requires an architectural design that delineates the constraints or impediments.

   c. The project involves the conversion of existing space that results in excess square footage.

   d. Additional space is mandated by governmental or certification agency requirements that were not in existence when Appendix B standards were adopted.

   Provide a narrative for any discrepancies from the State Standard. A table must be provided in the following format with Attachment 14.

SIZE OF PROJECT				
DEPARTMENT/SERVICE	**PROPOSED BGSF/DGSF**	**STATE STANDARD**	**DIFFERENCE**	**MET STANDARD?**

APPEND DOCUMENTATION AS ATTACHMENT 14, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

PROJECT SERVICES UTILIZATION:

This criterion is applicable only to projects or portions of projects that involve services, functions, or equipment for which HFSRB has established utilization standards or occupancy targets in 77 Ill. Adm. Code 1100.

Document that in the second year of operation, the annual utilization of the service or equipment shall meet or exceed the utilization standards specified in 1110.Appendix B. **A narrative of the rationale that supports the projections must be provided.**

A table must be provided in the following format with Attachment 15.

UTILIZATION					
	DEPT./ SERVICE	**HISTORICAL UTILIZATION (PATIENT DAYS) (TREATMENTS) ETC.**	**PROJECTED UTILIZATION**	**STATE STANDARD**	**MEET STANDARD?**
YEAR 1					
YEAR 2					

APPEND DOCUMENTATION AS ATTACHMENT 15, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

UNFINISHED OR SHELL SPACE:

Provide the following information:

1. Total gross square footage (GSF) of the proposed shell space.

2. The anticipated use of the shell space, specifying the proposed GSF to be allocated to each department, area, or function.

3. Evidence that the shell space is being constructed due to:
   a. Requirements of governmental or certification agencies; or
   b. Experienced increases in the historical occupancy or utilization of those areas proposed to occupy the shell space.

4. Provide:
   a. Historical utilization for the area for the latest five-year period for which data is available; and
   b. Based upon the average annual percentage increase for that period, projections of future utilization of the area through the anticipated date when the shell space will be placed into operation.

APPEND DOCUMENTATION AS ATTACHMENT 16, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

ASSURANCES:

Submit the following:

1. Verification that the applicant will submit to HFSRB a CON application to develop and utilize the shell space, regardless of the capital thresholds in effect at the time or the categories of service involved.

2. The estimated date by which the subsequent CON application (to develop and utilize the subject shell space) will be submitted; and

3. The anticipated date when the shell space will be completed and placed into operation.

APPEND DOCUMENTATION AS ATTACHMENT 17, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

SECTION VI. SERVICE SPECIFIC REVIEW CRITERIA

This Section is applicable to all projects proposing the establishment, expansion, or modernization of categories of service that are subject to CON review, as provided in the Illinois Health Facilities Planning Act [20 ILCS 3960]. It is comprised of information requirements for each category of service, as well as charts for each service, indicating the review criteria that must be addressed for each action (establishment, expansion, and modernization). After identifying the applicable review criteria for each category of service involved, read the criteria, and provide the required information APPLICABLE TO THE CRITERIA THAT MUST BE ADDRESSED:

C. Criterion 1110.210 - Acute Mental Illness and Chronic Mental Illness

1. Applicants proposing to establish, expand and/or modernize the Acute Mental Illness and Chronic Mental Illness categories of service must submit the following information:

2. Indicate bed capacity changes by Service: Indicate # of beds changed by action(s):

Category of Service	# Existing Beds	# Proposed Beds
☒ Acute Mental Illness	161	161
☐ Chronic Mental Illness		

3. READ the applicable review criteria outlined below and **submit the required documentation for the criteria:**

APPLICABLE REVIEW CRITERIA	Establish	Expand	Modernize
1110.210(b)(1) - Planning Area Need - 77 Ill. Adm. Code 1100 (Formula calculation)	X		
1110.210(b)(2) - Planning Area Need - Service to Planning Area Residents	X	X	
1110.210(b)(3) - Planning Area Need - Service Demand - Establishment of Category of Service	X		
1110.210(b)(4) - Planning Area Need - Service Demand - Expansion of Existing Category of Service		X	
1110.210(b)(5) - Planning Area Need - Service Accessibility	X		
1110.210(c)(1) - Unnecessary Duplication of Services	X		
1110.210(c)(2) - Maldistribution	X		
1110.210(c)(3) - Impact of Project on Other Area Providers	X		
1110.210(d)(1), (2), and (3) - Deteriorated Facilities			X
1110.210(d)(4) - Occupancy			X
1110.210(e)(1) - Staffing Availability	X	X	
1110.210(f) - Performance Requirements	X	X	X

85794611.2

1110.210(g) - Assurances	X	X	
APPEND DOCUMENTATION AS ATTACHMENT 21, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.			

The following Sections DO NOT need to be addressed by the applicants or co-applicants responsible for funding or guaranteeing the funding of the project if the applicant has a bond rating of A- or better from Fitch's or Standard and Poor's rating agencies, or A3 or better from Moody's (the rating shall be affirmed within the latest 18-month period prior to the submittal of the application):

- **Section 1120.120 Availability of Funds − Review Criteria**
- **Section 1120.130 Financial Viability − Review Criteria**
- **Section 1120.140 Economic Feasibility − Review Criteria, subsection (a)**

VII. 1120.120 - AVAILABILITY OF FUNDS

The applicant shall document those financial resources shall be available and be equal to or exceed the estimated total project cost plus any related project costs by providing evidence of sufficient financial resources from the following sources, as applicable [**Indicate the dollar amount to be provided from the following sources]:**

Amount	Item	Description
$34,024,297	a)	Cash and Securities − statements (e.g., audited financial statements, letters from financial institutions, board resolutions) as to: 1) the amount of cash and securities available for the project, including the identification of any security, its value and availability of such funds; and 2) interest to be earned on depreciation account funds or to be earned on any asset from the date of applicant's submission through project completion.
________	b)	Pledges − for anticipated pledges, a summary of the anticipated pledges showing anticipated receipts and discounted value, estimated timetable of gross receipts and related fundraising expenses, and a discussion of past fundraising experience.
________	c)	Gifts and Bequests − verification of the dollar amount, identification of any conditions of use, and the estimated timetable of receipts.
________	d)	Debt − a statement of the estimated terms and conditions (including the debt time, variable or permanent interest rates over the debt time, and the anticipated repayment schedule) for any interim and for the permanent financing proposed to fund the project, including: 1) For general obligation bonds, proof of passage of the required referendum or evidence that the governmental unit has the authority to issue the bonds and evidence of the dollar amount of the issue, including any discounting anticipated. 2) For revenue bonds, proof of the feasibility of securing the specified amount and interest rate. 3) For mortgages, a letter from the prospective lender attesting to the expectation of making the loan in the amount and time indicated, including the anticipated interest rate and any conditions associated with the mortgage, such as, but not limited to, adjustable interest rates, balloon payments, etc. 4) For any lease, a copy of the lease, including all the terms and conditions, including any purchase options, any capital improvements to the property and provision of capital equipment. 5) For any option to lease, a copy of the option, including all terms and conditions.

________	e) Governmental Appropriations − a copy of the appropriation Act or ordinance accompanied by a statement of funding availability from an official of the governmental unit. If funds are to be made available from subsequent fiscal years, a copy of a resolution or other action of the governmental unit attesting to this intent.
________	f) Grants − a letter from the granting agency as to the availability of funds in terms of the amount and time of receipt.
________	g) All Other Funds and Sources − verification of the amount and type of any other funds that will be used for the project.
$34,024,297	**TOTAL FUNDS AVAILABLE**

APPEND DOCUMENTATION AS ATTACHMENT 34, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

SECTION VIII. 1120.130 - FINANCIAL VIABILITY

All the applicants and co-applicants shall be identified, specifying their roles in the project funding, or guaranteeing the funding (sole responsibility or shared) and percentage of participation in that funding.

Financial Viability Waiver

The applicant is not required to submit financial viability ratios if:

1. "A" Bond rating or better
2. All the project's capital expenditures are completely funded through internal sources
3. The applicant's current debt financing or projected debt financing is insured or anticipated to be insured by MBIA (Municipal Bond Insurance Association Inc.) or equivalent
4. The applicant provides a third-party surety bond or performance bond letter of credit from an A rated guarantor.

See Section 1120.130 Financial Waiver for information to be provided

APPEND DOCUMENTATION AS ATTACHMENT 35, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

The applicant or co-applicant that is responsible for funding or guaranteeing funding of the project shall provide viability ratios for the latest three years for which **audited financial statements are available and for the first full fiscal year at target utilization, but no more than two years following project completion.** When the applicant's facility does not have facility specific financial statements and the facility is a member of a health care system that has combined or consolidated financial statements, the system's viability ratios shall be provided. If the health care system includes one or more hospitals, the system's viability ratios shall be evaluated for conformance with the applicable hospital standards.

	Historical 3 Years			Projected
Enter Historical and/or Projected Years:				
Current Ratio				
Net Margin Percentage				
Percent Debt to Total Capitalization				
Projected Debt Service Coverage				
Days Cash on Hand				
Cushion Ratio				

Provide the methodology and worksheets utilized in determining the ratios detailing the calculation and applicable line item amounts from the financial statements. Complete a separate table for each co-applicant and provide worksheets for each.

Variance

Applicants not in compliance with any of the viability ratios shall document that another organization, public or private, shall assume the legal responsibility to meet the debt obligations should the applicant default.

APPEND DOCUMENTATION AS ATTACHMENT 36, IN NUMERICAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

SECTION IX. 1120.140 - ECONOMIC FEASIBILITY

This section is applicable to all projects subject to Part 1120.

A. Reasonableness of Financing Arrangements

The applicant shall document the reasonableness of financing arrangements by submitting a notarized statement signed by an authorized representative that attests to one of the following:

1) That the total estimated project costs and related costs will be funded in total with cash and equivalents, including investment securities, unrestricted funds, received pledge receipts and funded depreciation; or

2) That the total estimated project costs and related costs will be funded in total or in part by borrowing because:

   A) A portion or all the cash and equivalents must be retained in the balance sheet asset accounts to maintain a current ratio of at least 2.0 times for hospitals and 1.5 times for all other facilities; or

   B) Borrowing is less costly than the liquidation of existing investments, and the existing investments being retained may be converted to cash or used to retire debt within a 60-day period.

B. Conditions of Debt Financing

This criterion is applicable only to projects that involve debt financing. The applicant shall document that the conditions of debt financing are reasonable by submitting a notarized statement signed by an authorized representative that attests to the following, as applicable:

1) That the selected form of debt financing for the project will be at the lowest net cost available.

2) That the selected form of debt financing will not be at the lowest net cost available but is more advantageous due to such terms as prepayment privileges, no required mortgage, access to additional indebtedness, term (years), financing costs and other factors.

3) That the project involves (in total or in part) the leasing of equipment or facilities and that the expenses incurred with leasing a facility or equipment are less costly than constructing a new facility or purchasing new equipment.

C. Reasonableness of Project and Related Costs

Read the criterion and provide the following:

1. Identify each department or area impacted by the proposed project and provide a cost and square footage allocation for new construction and/or modernization using the following format (insert after this page).

COST AND GROSS SQUARE FEET BY DEPARTMENT OR SERVICE									
Department (List below)	A	B	C	D	E	F	G	H	Total Cost (G + H)
	Cost/Square Foot New	Mod.	Gross Sq. Ft. New	Circ.*	Gross Sq. Ft. Mod.	Circ.*	Const. $ (A x C)	Mod. $ (B x E)	
Contingency									
TOTALS									

* Include the percentage (%) of space for circulation

D. Projected Operating Costs

The applicant shall provide the projected direct annual operating costs (in current dollars per equivalent patient day or unit of service) for the first full fiscal year at target utilization but no more than two years following project completion. Direct cost means the fully allocated costs of salaries, benefits and supplies for the service.

E. Total Effect of the Project on Capital Costs

The applicant shall provide the total projected annual capital costs (in current dollars per equivalent patient day) for the first full fiscal year at target utilization but no more than two years following project completion.

APPEND DOCUMENTATION AS <u>ATTACHMENT 37,</u> IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

SECTION X. SAFETY NET IMPACT STATEMENT

SAFETY NET IMPACT STATEMENT that describes all the following must be submitted for ALL SUBSTANTIVE PROJECTS AND PROJECTS TO DISCONTINUE HEALTH CARE FACILITIES [20 ILCS 3960/5.4]:

1. The project's material impact, if any, on essential safety net services in the community, ***including the impact on racial and health care disparities in the community,*** to the extent that it is feasible for an applicant to have such knowledge.

2. The project's impact on the ability of another provider or health care system to cross-subsidize safety net services, if reasonably known to the applicant.

3. How the discontinuation of a facility or service might impact the remaining safety net providers in each community, if reasonably known by the applicant.

Safety Net Impact Statements shall also include all the following:

1. For the 3 fiscal years prior to the application, a certification describing the amount of charity care provided by the applicant. The amount calculated by hospital applicants shall be in accordance with the reporting requirements for charity care reporting in the Illinois Community Benefits Act. Non-hospital applicants shall report charity care, at cost, in accordance with an appropriate methodology specified by the Board.

2. For the 3 fiscal years prior to the application, a certification of the amount of care provided to Medicaid patients. Hospital and non-hospital applicants shall provide Medicaid information in a manner consistent with the information reported each year to the Illinois Department of Public Health regarding "Inpatients and Outpatients Served by Payor Source" and "Inpatient and Outpatient Net Revenue by Payor Source" as required by the Board under Section 13 of this Act and published in the Annual Hospital Profile.

3. Any information the applicant believes is directly relevant to safety net services, including information regarding teaching, research, and any other service.

A table in the following format must be provided as part of Attachment 37.

Safety Net Information per PA 96-0031			
CHARITY CARE			
Charity (# of patients)	Year	Year	Year
Inpatient			
Outpatient			
Total			
Charity (cost in dollars)			
Inpatient			
Outpatient			
Total			
MEDICAID			
Medicaid (# of patients)	Year	Year	Year
Inpatient			
Outpatient			
Total			
Medicaid (revenue)			
Inpatient			

Outpatient			
Total			

APPEND DOCUMENTATION AS ATTACHMENT 38, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

SECTION X. CHARITY CARE INFORMATION

Charity Care information MUST be furnished for ALL projects [1120.20(c)].

1. All applicants and co-applicants shall indicate the amount of charity care for the latest three **audited** fiscal years, the cost of charity care and the ratio of that charity care cost to net patient revenue.

2. If the applicant owns or operates one or more facilities, the reporting shall be for each individual facility located in Illinois. If charity care costs are reported on a consolidated basis, the applicant shall provide documentation as to the cost of charity care; the ratio of that charity care to the net patient revenue for the consolidated financial statement; the allocation of charity care costs; and the ratio of charity care cost to net patient revenue for the facility under review.

3. If the applicant is not an existing facility, it shall submit the facility's projected patient mix by payer source, anticipated charity care expense and projected ratio of charity care to net patient revenue by the end of its second year of operation.

Charity care" means care provided by a health care facility for which the provider does not expect to receive payment from the patient or a third-party payer (20 ILCS 3960/3). Charity Care must be provided at cost.

A table in the following format must be provided for all facilities as part of Attachment 39.

CHARITY CARE			
	Year	Year	Year
Net Patient Revenue			
Amount of Charity Care (charges)			
Cost of Charity Care			

APPEND DOCUMENTATION AS ATTACHMENT 39, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

SECTION XI -SPECIAL FLOOD HAZARD AREA AND 500-YEAR FLOODPLAIN DETERMINATION FORM

In accordance with Executive Order 2006-5 (EO 5), the Health Facilities & Services Review Board (HFSRB) must determine if the site of the CRITICAL FACILITY, as defined in EO 5, is located in a mapped floodplain (Special Flood Hazard Area) or a 500-year floodplain. All state agencies are required to ensure that before a permit, grant or a development is planned or promoted, the proposed project meets the requirements of the Executive Order, including compliance with the National Flood Insurance Program (NFIP) and state floodplain regulation.

1. Applicant: Chicago BH Hospital, LLC (Name) 6100 Tower Circle #1000 (Address)

   ______ (City) (State) (ZIP Code) (Telephone Number)

2. Project Location: 4840 North Marine Drive (Address) Chicago, Illinois (City) (State)

   Cook (County) Lakeview (Township) (Section)

3. You can create a small map of your site showing the FEMA floodplain mapping using the FEMA Map Service Center website (https://msc.fema.gov/portal/home) by entering the address for the property in the Search bar. If a map, like that shown on page 2 is shown, select the ***Go To NFHL Viewer*** tab above the map. You can print a copy of the floodplain map by selecting the icon in the top corner of the page. Select the pin tool icon and place a pin on your site. Print a FIRMETTE size image.

   If there is no digital floodplain map available select the **View/Print FIRM** icon above the aerial photo. You will then need to use the Zoom tools provided to locate the property on the map and use the **Make a FIRMette** tool to create a pdf of the floodplain map.

IS THE PROJECT SITE LOCATED IN A SPECIAL FLOOD HAZARD AREA: Yes___ No _X_

IS THE PROJECT SITE LOCATED IN THE 500-YEAR FLOOD PLAIN?

If you are unable to determine if the site is in the mapped floodplain or 500-year floodplain, contact the county or the local community building or planning department for assistance.
If the determination is being made by a local official, please complete the following:

FIRM Panel Number:______________________ Effective Date:______________________

Name of Official:______________________ Title: ______________________

Business/Agency:______________________ Address:______________________

______ (City) (State) (ZIP Code) (Telephone Number)

Signature:______________________ Date: ______________________

NOTE: This finding only means that the property in question is or is not in a Special Flood Hazard Area or a 500-year floodplain as designated on the map noted above. It does not constitute a guarantee that the property will or will not be flooded or be subject to local drainage problems.

If you need additional help, contact the Illinois Statewide Floodplain Program at 217/782-4428

National Flood Hazard Layer FIRMette

#22-034

87°39'20"W 41°58'26"N

Zone VE
(EL 593 Feet)

92

Zone AE
(EL 591 Feet)

17031C0407K
eff. 9/10/2021

City of Chicago
170074

AREA OF MINIMAL FLOOD HAZARD
Zone X

17031C0409K
eff. 9/10/2021

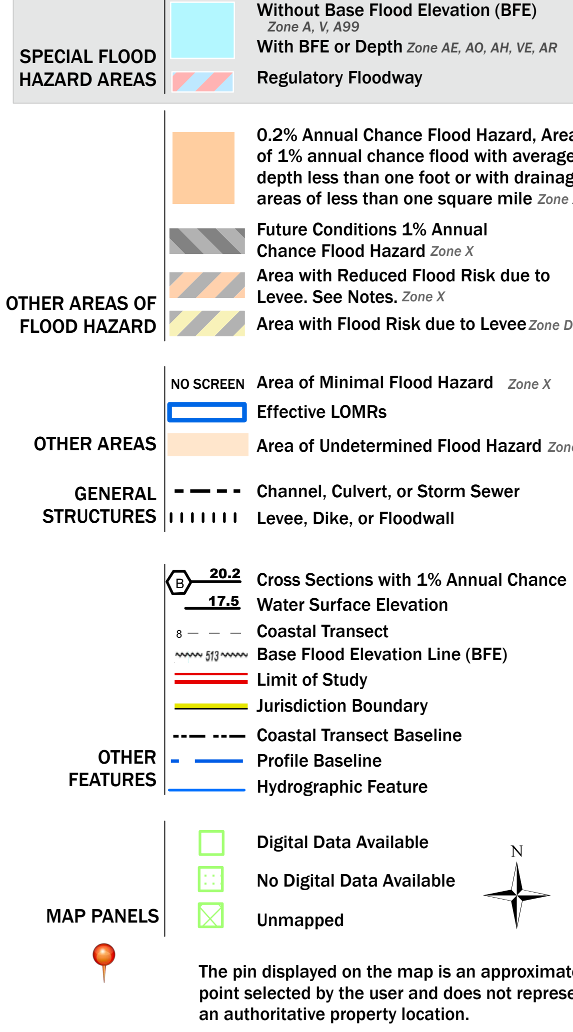
0 250 500 1,000 1,500 2,000 Feet

1:6,000

87°38'43"W 41°58'N

Basemap: USGS National Map: Orthoimagery: Data refreshed October, 2020

Legend



This map complies with FEMA's standards for the use of digital flood maps if it is not void as described below. The basemap shown complies with FEMA's basemap accuracy standards

The flood hazard information is derived directly from the authoritative NFHL web services provided by FEMA. This map was exported on 1/7/2022 at 5:37 PM and does not reflect changes or amendments subsequent to this date and time. The NFHL and effective information may change or become superseded by new data over time.

This map image is void if the one or more of the following map elements do not appear: basemap imagery, flood zone labels, legend, scale bar, map creation date, community identifiers, FIRM panel number, and FIRM effective date. Map images for unmapped and unmodernized areas cannot be used for regulatory purposes.

Section I, Identification, General Information, and Certification
Applicants

Certificates of Good Standing for Acadia Healthcare Company, Inc. and Chicago BH Hospital, LLC (collectively, “Applicants”) are attached at Attachment – 1.

Chicago BH Hospital, LLC is the licensee of Montrose Behavioral Health Hospital. Montrose Behavioral Health Hospital is a trade name of Chicago BH Hospital, LLC and is not separately organized.

As the person with final control of the licensee, Acadia Healthcare Company, Inc. is named as an applicant in this certificate of need application.

#22-034

File Number 7152-269-5

To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that I am the keeper of the records of the Department of Business Services. I certify that

ACADIA HEALTHCARE COMPANY, INC., INCORPORATED IN DELAWARE AND LICENSED TO TRANSACT BUSINESS IN THIS STATE ON JANUARY 05, 2018, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE, AND AS OF THIS DATE, IS A FOREIGN CORPORATION IN GOOD STANDING AND AUTHORIZED TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS.

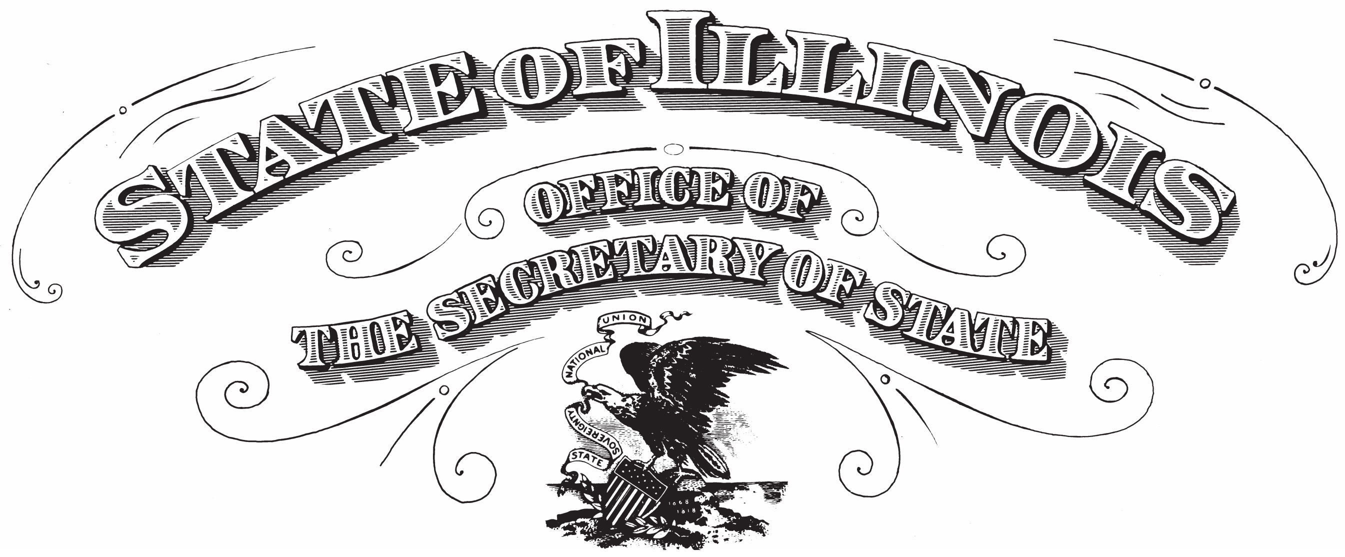
In Testimony Whereof, *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this* 27TH *day of* JULY *A.D.* 2021 .

Authentication #: 2120804082 verifiable until 07/27/2022
Authenticate at: http://www.cyberdriveillinois.com

Jesse White
SECRETARY OF STATE

#22-034

File Number 0874321-5



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that I am the keeper of the records of the Department of Business Services. I certify that

CHICAGO BH HOSPITAL, LLC, A DELAWARE LIMITED LIABILITY COMPANY HAVING OBTAINED ADMISSION TO TRANSACT BUSINESS IN ILLINOIS ON AUGUST 05, 2021, APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE LIMITED LIABILITY COMPANY ACT OF THIS STATE, AND AS OF THIS DATE IS IN GOOD STANDING AS A FOREIGN LIMITED LIABILITY COMPANY ADMITTED TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS.

In Testimony Whereof, *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this* 10TH *day of* AUGUST *A.D.* 2021 .

Authentication #: 2122200416 verifiable until 08/10/2022
Authenticate at: http://www.ilsos.gov

Jesse White
SECRETARY OF STATE

Section I, Identification, General Information, and Certification
Site Ownership

A copy of the recorded warranty deed for the property located at 4840 North Marine Drive, Chicago, Illinois 60640 is attached at Attachment – 2.

PREPARED BY:
Jared I. Rothkopf
Polsinelli PC
150 N. Riverside Plaza, Suite 3000
Chicago, IL 60606

RETURN RECORDED DOCUMENT TO:
J. Steven Kirkham
Waller Law
511 Union Street, Suite 2700
Nashville, Tennessee 37219

SEND FUTURE TAX BILLS TO:
Acadia Healthcare Company, Inc.
6100 Tower Circle, Suite 1000
Franklin, TN 37067
Attn: Keith E. Thompson

Doc# 2135657015 Fee $88.00

RHSP FEE:$9.00 RPRF FEE: $1.00
KAREN A. YARBROUGH
COOK COUNTY CLERK
DATE: 12/22/2021 10:05 AM PG: 1 OF 4

Above Space for Recorder's use only

SPECIAL WARRANTY DEED

THE GRANTOR, **CCP LAKESHORE 4000 LLC**, a Delaware limited liability company ("Grantor"), whose address is 18500 Von Karman Avenue, Suite 550, Irvine, CA 92612 for and in consideration of TEN AND 00/100 DOLLARS, and other good and valuable consideration in hand paid, conveys and specially warrants to **CHICAGO BH HOSPITAL, LLC**, a Delaware limited liability company ("Grantee") whose address is 6100 Tower Circle, Suite 1000, Franklin, Tennessee 37067, all interest in the real estate legally described in **Exhibit A** attached hereto, subject however to the matters set forth on **Exhibit B**, and hereby releasing and waiving all rights under and by virtue of the Homestead Exemption Laws of the State of Illinois.

Grantor, by execution and delivery of this Special Warranty Deed, warrants title to the real estate legally described in Exhibit A as to and against its own acts and all persons claiming by, through or under Grantor only and none other.

PIN: 14-08-418-046-0000; 14-08-418-047-0000; 14-08-418-048-0000; 14-08-418-049-0000; 14-08-418-050-0000

Property Address: 4840 N. Marine Drive, Chicago, Illinois
Dated: December 17, 2021

[Grantor's signatures begin on next page]

COMMONWEALTH LAND TITLE FCHI2107736I
778

80804463.4

IN WITNESS WHEREOF, Grantor has executed this Special Warranty Deed as of the 17th day of December, 2021.

GRANTOR:

CCP LAKESHORE 4000 LLC,
a Delaware limited liability company

By: ______________________________
Name: Talya Nevo-Hacohen
Title: EVP, Chief Investment Officer

A Notary Public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

STATE OF CALIFORNIA)

COUNTY OF ORANGE)

REAL ESTATE TRANSFER TAX 20-Dec-2021

COUNTY:	12,086.00
ILLINOIS:	24,172.00
TOTAL:	36,258.00

14-08-418-050-0000 | 20211201674990 | 1-277-172-368

On December 13, 2021, before me, JACKLYN M. CHEN, Notary Public, personally appeared TALYA NEVO-HACOHEN, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

____
Signature

(Seal)

REAL ESTATE TRANSFER TAX 20-Dec-2021

CHICAGO:	181,290.00
CTA:	72,516.00
TOTAL:	253,806.00 *

14-08-418-050-0000 | 20211201674990 | 0-215-816-848

* Total does not include any applicable penalty or interest due.

SPECIAL WARRANTY DEED – SIGNATURE PAGE

80804463.1

EXHIBIT "A"

LEGAL DESCRIPTION

Lots 65, 66, 67, 68 and the East 18.00 feet of Lot 69 in Block 4 and premises, if any, East of and adjoining said Lot 65 and between North and South lines of said Lot 65, produced East and lying West of the West line of Lincoln Park, as established by decree entered July 18, 1907 in case 280120 Circuit Court in Castlewood, being a Subdivision of that part of Lot 4 in Fussey and Fennimore's Subdivision of the Southeast fractional 1/4 of Section 8, Township 40 North, Range 14, East of the Third Principal Meridian, lying East of centerline of Sheridan Road and North of the North line of South 5 20/100 chains of said Section 8 aforesaid, in Cook County, Illinois.

PIN: 14-08-418-046-0000; 14-08-418-047-0000; 14-08-418-048-0000; 14-08-418-049-0000; 14-08-418-050-0000

Property Address: 4840 N. Marine Drive, Chicago, Illinois

EXHIBIT "B"

PERMITTED EXCEPTIONS

1. Taxes and assessments for the year 2021 and subsequent years, not yet due or payable.

2. Ordinance of the City of Chicago recorded December 30, 2014 as document number 1436433017 enlarging the boundaries of special service area number 34 and amending the terms of said special service area.

3. Building line 10.00 Feet from the street line as established by instrument recorded May 26, 1909 as document 3869659, and restrictions relating to the location and character of buildings to be erected in said instrument.

4. Easement for private passageway or alley over the West 4.00 Feet of the East 18.00 Feet of Lot 69 in Castlewood and the East 4.00 Feet of the West 32.00 Feet of Lot 69, established by agreement between John E. Groves, Della A. Groves, Auston O'Malley and Alice O'Malley recorded September 9, 1918 as document number 6388166, as modified as disclosed in instruments recorded as document numbers 6472256 and 6472257.

   (Affects the East 18.00 Feet of Lot 69)

5. Encroachment Agreement recorded August 29, 1989 as document number 89403945 between HCA Health Services of Midwest, Inc., and Chicago Title and Trust Company as Trustee under trust number 64456 relating to the use of a brick wall.

6. Existing unrecorded leases and all rights thereunder of the lessees and of any person or party claiming by, through or under the lessees.

7. The following matters disclosed by the survey prepared by Bock & Clark Corporation known as Project No. 202104170-002:

   (a) Encroachment of the garage located mainly on the property Northerly and adjoining onto Lot 68 by approximately 0.40 feet; and
   (b) Encroachment of the fence located mainly on Lot 68 onto the public right of way Southerly and adjoining by approximately 7.25 feet.

8. Matters done or suffered by, through or under Grantee.

Section I, Identification, General Information, and Certification
Operating Entity/Licensee

The Certificate of Good Standing for Chicago BH Hospital, LLC is attached at Attachment – 3.

File Number 0874321-5

To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that I am the keeper of the records of the Department of Business Services. I certify that

CHICAGO BH HOSPITAL, LLC, A DELAWARE LIMITED LIABILITY COMPANY HAVING OBTAINED ADMISSION TO TRANSACT BUSINESS IN ILLINOIS ON AUGUST 05, 2021, APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE LIMITED LIABILITY COMPANY ACT OF THIS STATE, AND AS OF THIS DATE IS IN GOOD STANDING AS A FOREIGN LIMITED LIABILITY COMPANY ADMITTED TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS.

In Testimony Whereof, *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this* 10TH *day of* AUGUST *A.D.* 2021 .

Authentication #: 2122200416 verifiable until 08/10/2022
Authenticate at: http://www.ilsos.gov

Jesse White
SECRETARY OF STATE

Section I, Identification, General Information, and Certification
Organizational Relationships

The organization chart for Chicago BH Hospital, LLC is attached at Attachment – 4.

Public
Shareholders
Acadia Healthcare Company, Inc.
(NASDAQ: ACHC)
(Delaware corporation)
Chicago BH Hospital, LLC
(Delaware LLC)
Montrose Behavioral Health
Hospital

Section I, Identification, General Information, and Certification
Flood Plain Requirements

The site of the Montrose Behavioral Health Hospital complies with the requirements of Illinois Executive Order #2006-5. As shown in the documentation from the FEMA Flood Map Service Center attached at Attachment – 5, the interactive map for Panel 17031C0407K shows this area is not located within a flood plain.

National Flood Hazard Layer FIRMette

#22-034

87°39'20"W 41°58'26"N

Zone VE
(EL 593 Feet)

92

Zone AE
(EL 591 Feet)

17031C0407K
eff. 9/10/2021

City of Chicago
170074

AREA OF MINIMAL FLOOD HAZARD
Zone X

17031C0409K
eff. 9/10/2021

87°38'43"W 41°58'N

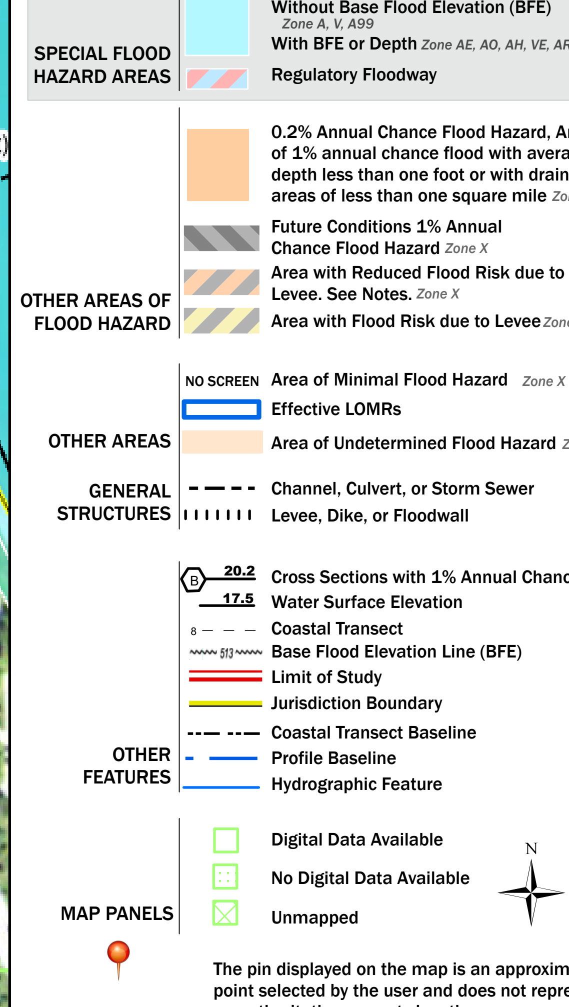
Feet
0 250 500 1,000 1,500 2,000

1:6,000

Basemap: USGS National Map: Orthoimagery: Data refreshed October, 2020

Legend

SEE FIS REPORT FOR DETAILED LEGEND AND INDEX MAP FOR FIRM PANEL LAYOUT



The pin displayed on the map is an approximate point selected by the user and does not represent an authoritative property location.

This map complies with FEMA's standards for the use of digital flood maps if it is not void as described below. The basemap shown complies with FEMA's basemap accuracy standards

The flood hazard information is derived directly from the authoritative NFHL web services provided by FEMA. This map was exported on 1/7/2022 at 5:37 PM and does not reflect changes or amendments subsequent to this date and time. The NFHL and effective information may change or become superseded by new data over time.

This map image is void if the one or more of the following map elements do not appear: basemap imagery, flood zone labels, legend, scale bar, map creation date, community identifiers, FIRM panel number, and FIRM effective date. Map images for unmapped and unmodernized areas cannot be used for regulatory purposes.

Attachment - 5

Section I, Identification, General Information, and Certification
Historic Resources Preservation Act Requirements

The Historic Preservation Act determination from the Illinois Historic Preservation Agency is attached at Attachment – 6.

One Natural Resources Way Springfield, Illinois 62702-1271
www.dnr.illinois.gov

JB Pritzker, Governor
Colleen Callahan, Director

Cook County
Chicago
CON - Internal Modernization and Exterior Facade & Main Entrance Upgrades at Montrose Behavioral Health
4840 N. Marine Dr.
SHPO Log #001011322

February 4, 2022

Anne Cooper
Polsinelli
150 N. Riverside Plaza, Suite 3000
Chicago, IL 60606-1599

Dear Ms. Cooper:

This letter is to inform you that we have reviewed the information provided concerning the referenced project.

Our review of the records indicates that no historic, architectural or archaeological sites exist within the project area.

Please retain this letter in your files as evidence of compliance with Section 4 of the Illinois State Agency Historic Resources Preservation Act (20 ILCS 3420/1 et. seq.). This clearance remains in effect for two years from date of issuance. It does not pertain to any discovery during construction, nor is it a clearance for purposes of the Illinois Human Skeletal Remains Protection Act (20 ILCS 3440).

If you have any further questions, please contact Rita Baker, Cultural Resources Manager, at 217/785-4998 or at Rita.E.Baker@illinois.gov.

Sincerely,

Carey L. Mayer

Carey L. Mayer , AIA
Deputy State Historic
Preservation Officer

Section I, Identification, General Information, and Certification
Project Costs

Project Costs			
USE OF FUNDS	**CLINICAL**	**NONCLINICAL**	**TOTAL**
Preplanning Costs			
Bid Solicitation			
Space Planning			
Site Survey and Soil Investigation			
Site Survey			
Soil/Environmental Survey			
Modernization Contracts	$10,488,223	$16,829,435	$27,317,658
Contingencies	$915,141	$450,741	$1,365,882
Architectural/Engineering Fees	$998,114	$715,489	$1,713,603
Consulting and Other Fees			
Other – Professional	$46,900	$23,100	$70,000
Signage – Interior	$67,000	$33,000	$100,000
Construction Manager Administration	$15,276	$7,524	$22,800
Moveable and Other Equipment			
Furniture	$1,230,120	$605,880	$1,836,000
IT/Telecom	$636,500	$313,500	$950,000
Other Costs to Be Capitalized			
Permitting	$20,100	$9,900	$30,000
Commissioning	$367,397	$180,957	$548,354
Zoning & Conditional Use Changes	$46,900	$23,100	$70,000
TOTAL USES OF FUNDS	$14,831,671	$19,192,626	$34,024,297

#22-034

Property Details

14-08-418-050-0000

800 W GUNNISON ST ● CHICAGO, IL ● Lake View

Tax Details

PROPERTY CLASSIFICATION	**597**
SQUARE FOOTAGE (LAND)	**15,499**
NEIGHBORHOOD	**60**
TAXCODE	**73114**
NEXT SCHEDULED REASSESSMENT	**2024**

Assessed Valuation

2020 Assessor Certified values include adjustments, where applicable, for COVID-19 effects on property.

	2021 Assessor Valuation	**2020 Board of Review Certified**
TOTAL ESTIMATED MARKET VALUE	**$7,753,848**	**$3,376,676**
TOTAL ASSESSED VALUE	**$1,938,462**	**$844,169**
LAND ASSESSED VALUE	**$193,738**	**$193,737**
BUILDING ASSESSED VALUE	**$1,744,724**	**$650,432**

* "Property Location" is not a legal/postal mailing address. Its sole purpose is to help our Office locate the property. Therefore, you should not utilize the property location for any purpose, however, you may update the Property Location with your Legal/Postal Mailing Address should you choose to do so. Updating the address will not change the Property Location to a Legal/Postal Mailing Address.

** Information may be available by submitting an FOIA Request

Exemption Status

#22-034

Exemption History

Characteristics

DESCRIPTION	**Special commercial improvements**
AGE	**
BUILDING SQUARE FOOTAGE	**
ASSESSMENT PHASE	**Assessor Valuation**

[1] Excluded from building square footage, except apartment

[2] Excluded from building square footage

[*] "Property Location" is not a legal/postal mailing address. Its sole purpose is to help our Office locate the property. Therefore, you should not utilize the property location for any purpose, however, you may update the Property Location with your Legal/Postal Mailing Address should you choose to do so. Updating the address will not change the Property Location to a Legal/Postal Mailing Address.

[**] Information may be available by submitting an FOIA Request

#22-034

Property Details

14-08-418-049-0000

806 W GUNNISON ST ● CHICAGO, IL ● Lake View

Tax Details

PROPERTY CLASSIFICATION	**597**
SQUARE FOOTAGE (LAND)	**5,500**
NEIGHBORHOOD	**60**
TAXCODE	**73114**
NEXT SCHEDULED REASSESSMENT	**2024**

Assessed Valuation

2020 Assessor Certified values include adjustments, where applicable, for COVID-19 effects on property.

	2021 Assessor Valuation	2020 Board of Review Certified
TOTAL ESTIMATED MARKET VALUE	**$7,146,880**	**$2,836,912**
TOTAL ASSESSED VALUE	**$1,786,720**	**$709,228**
LAND ASSESSED VALUE	**$68,750**	**$68,750**
BUILDING ASSESSED VALUE	**$1,717,970**	**$640,478**

* "Property Location" is not a legal/postal mailing address. Its sole purpose is to help our Office locate the property. Therefore, you should not utilize the property location for any purpose, however, you may update the Property Location with your Legal/Postal Mailing Address should you choose to do so. Updating the address will not change the Property Location to a Legal/Postal Mailing Address.

** Information may be available by submitting an FOIA Request

Exemption Status

#22-034

Exemption History

Characteristics

DESCRIPTION	**Special commercial improvements**
AGE	**
BUILDING SQUARE FOOTAGE	**
ASSESSMENT PHASE	**Assessor Valuation**

[1] Excluded from building square footage, except apartment

[2] Excluded from building square footage

[*] "Property Location" is not a legal/postal mailing address. Its sole purpose is to help our Office locate the property. Therefore, you should not utilize the property location for any purpose, however, you may update the Property Location with your Legal/Postal Mailing Address should you choose to do so. Updating the address will not change the Property Location to a Legal/Postal Mailing Address.

[**] Information may be available by submitting an FOIA Request

Attachment - 7A

#22-034

Property Details

14-08-418-048-0000

812 W GUNNISON ST ● CHICAGO, IL ● Lake View

Tax Details

PROPERTY CLASSIFICATION	**597**
SQUARE FOOTAGE (LAND)	**5,500**
NEIGHBORHOOD	**60**
TAXCODE	**73114**
NEXT SCHEDULED REASSESSMENT	**2024**

Assessed Valuation

2020 Assessor Certified values include adjustments, where applicable, for COVID-19 effects on property.

	2021 Assessor Valuation	2020 Board of Review Certified
TOTAL ESTIMATED MARKET VALUE	**$7,355,116**	**$2,914,544**
TOTAL ASSESSED VALUE	**$1,838,779**	**$728,636**
LAND ASSESSED VALUE	**$68,750**	**$68,750**
BUILDING ASSESSED VALUE	**$1,770,029**	**$659,886**

* "Property Location" is not a legal/postal mailing address. Its sole purpose is to help our Office locate the property. Therefore, you should not utilize the property location for any purpose, however, you may update the Property Location with your Legal/Postal Mailing Address should you choose to do so. Updating the address will not change the Property Location to a Legal/Postal Mailing Address.

** Information may be available by submitting an FOIA Request

Exemption Status

#22-034

Exemption History

Characteristics

DESCRIPTION	**Special commercial improvements**
AGE	**
BUILDING SQUARE FOOTAGE	**
ASSESSMENT PHASE	**Assessor Valuation**

[1] Excluded from building square footage, except apartment

[2] Excluded from building square footage

* "Property Location" is not a legal/postal mailing address. Its sole purpose is to help our Office locate the property. Therefore, you should not utilize the property location for any purpose, however, you may update the Property Location with your Legal/Postal Mailing Address should you choose to do so. Updating the address will not change the Property Location to a Legal/Postal Mailing Address.

** Information may be available by submitting an FOIA Request

Section I, Identification, General Information, and Certification
<u>Financial Commitment</u>

The Applicants received a certificate of need permit for Project No. 22-008 on June 7, 2022 for the modernization of the adult inpatient building with a permit amount of $24,360,969. Due to unforeseen cost escalations attributed to recent extraordinary inflation and expansion of the scope of the non-reviewable components of the Project, the Applicants are filing a second CON application to account for the increased project costs. The Project is not currently obligated; however, based on technical assistance from State Board staff, modernization of adult building modernization will commence under the permit for Project. No. 22-008, which will be relinquished upon approval of this certificate of need application. If the Applicants enter into a construction contract, resulting in obligation of the Project, prior to approval of this application, they will not exceed the approved permit amount for Project No. 22-008 prior to the issuance of a CON permit for this application.

Section I, Identification, General Information, and Certification
Cost Space Requirements

Dept. / Area	Cost	Gross Square Feet		Amount of Proposed Total Gross Square Feet That Is:			
		Existing	Proposed	New Const.	Modernized	As Is	Vacated Space
REVIEWABLE							
Nursing	$9,824,602	31,752			31,752		
Admissions/Intake	$569,506	1,819,			1,819,		
Pharmacy	$94,115	381			381		
Total Reviewable	**$10,488,223**	**33,952**			**33,952**		
NON-REVIEWABLE							
Administration	$1,463,691	3,756			3,756		
Dietary	$269,103	1,871			1,871		
Dining/Activity/ Day Room	$559,783	2,110			2,110		
ECT Clinic	$320,149	967			967		
Maintenance	$99,085	652			652		
Mechanical/ Electrical	$11,452,403	2,352			2,352		
Circulation – Horizontal	$909,741	2,086			2,086		
Circulation - Vertical	$572,060	2,954			2,954		
Total Non-Reviewable	**$15,646,015**	**16,748**			**16,748**		
Misc – (Roofing, Exterior Improvement)	**$1,183,420**	**50,700**			**50,700**		
Total Construction	**$27,317,658**						
Other Project Costs							
Contingencies	$1,365,883						
Architectural/Engineering	$1,713,603						
Consulting/Other	$192,800						
Moveable and Other Equipment	$2,786,000						
Other Costs to be Capitalized	$648,353						
Total Other Project Costs	**$6,706,639**						
Total Use of Funds	**$34,024,297**						

Section III, Project Purpose, Background and Alternatives – Information Requirements
Criterion 1110.110(a), Project Purpose, Background, and Alternatives

1. Acadia is synonymous with excellent care and service and an unparalleled commitment to patients, staff, physicians, and community. Acadia Healthcare Company, Inc., and Chicago BH Hospital, LLC own and operate one health care facility in Illinois, Montrose Behavioral Health Hospital.

2. Letters from the Applicants certifying no adverse action has been taken against any facility owned and/or operated by the Applicants in Illinois during the three years prior to filing this application is attached at Attachment – 11B.

3. An authorization permitting the State Board and the Illinois Department of Public Health ("IDPH") access to any documents necessary to verify information submitted, including, but not limited to: official records of IDPH or other State agencies is attached at Attachment – 11B.

Acadia Healthcare Company			
Name	**Address**	**City**	**License #**
Montrose Behavioral Health Hospital	4840 North Marine Drive	Chicago	0006296

Illinois Department of PUBLIC HEALTH HF 124936

LICENSE, PERMIT, CERTIFICATION, REGISTRATION

The person, firm or corporation whose name appears on this certificate has complied with the provisions of the Illinois statutes and/or rules and regulations and is hereby authorized to engage in the activity as indicated below.

Ngozi O. Ezike, M.D.
Director

Issued under the authority of the Illinois Department of Public Health

EXPIRATION DATE	CATEGORY	I.D. NUMBER
12/16/2022		0006296

Psychiatric Hospital

Effective: 12/17/2021

Chicago BH Hospital
dba Montrose Behavioral Health Hospital
4840 N Marine Drive , 4720 N Clarendon Ave

Chicago, IL 60640

PROVISIONAL

The face of this license has a colored background. Printed by Authority of the State of Illinois • P.O. #19-493-001 10M 9/18

DISPLAY THIS PART IN A CONSPICUOUS PLACE

Exp. Date 12/16/2022

Lic Number 0006296

Date Printed 2/24/2022

Chicago BH Hospital
dba Montrose Behavioral Health Hospi
4840 N Marine Drive , 4720 N Clarend
Chicago, IL 60640

FEE RECEIPT NO.

October 4, 2022

Patricia McClure-Chessier
CEO
Chicago BH Hospital, LLC
4720 N. Clarendon Ave
Chicago, IL 60640

Joint Commission ID #: 677798
Program: Hospital Accreditation
Accreditation Activity: 60-day Evidence of Standards Compliance
Accreditation Activity Completed : 10/3/2022

Dear Ms. McClure-Chessier:

The Joint Commission is pleased to grant your organization an accreditation decision of Accredited for all services surveyed under the applicable manual(s) noted below:

Comprehensive Accreditation Manual for Hospitals

This accreditation cycle is effective beginning September 29, 2022 and is customarily valid for up to 36 months. Please note, The Joint Commission reserves the right to shorten the duration of the cycle.
Please note, if your survey was conducted off-site (virtually): Your organization may be required to undergo an on-site survey once The Joint Commission has determined that conditions are appropriate to conduct on-site survey activity.

Should you wish to promote your accreditation decision, please view the information listed under the'Publicity Kit' link located on your secure extranet site, The Joint Commission Connect.

The Joint Commission will update your accreditation decision on Quality Check®.

Congratulations on your achievement.

Sincerely,

Mark G. Pelletier, RN, MS
Chief Operating Officer and Chief Nurse Executive
Division of Accreditation and Certification Operations

October 4, 2022

Patricia McClure-Chessier
CEO
Chicago BH Hospital, LLC
4720 N. Clarendon Ave
Chicago, IL 60640

Re: 677798
CCN: Pending
Deemed Program: Psychiatric Hospital
Accreditation Expiration Date: September 29, 2025

Dear Ms. McClure-Chessier:

This letter confirms that your September 27, 2022 - September 28, 2022 unannounced initial survey was conducted for the purposes of assessing compliance with the Medicare conditions for hospitals, as well as the special Conditions for psychiatric hospitals through The Joint Commission's deemed status survey process.

Based upon the submission of your evidence of standards compliance on October 3, 2022. The Joint Commission is granting your organization an accreditation decision of Accredited with an effective date of October 3, 2022.

The Joint Commission is also recommending your organization for Medicare certification effective October 3, 2022. Please note that the Centers for Medicare and Medicaid Services (CMS) Medicare Administrative Contractor (MAC) makes the final determination regarding your Medicare participation and the effective date of participation in accordance with the regulations at 42 CFR 489.13. Your organization is responsible for notifying the State Survey Agency that a recommendation for Medicare certification has been made. Please provide your State agency with a copy of your accreditation report, accreditation award letter and this Medicare recommendation letter.

This recommendation applies to the following location:

Chicago BH Hospital, LLC
d/b/a Montrose Behavioral Health Hospital
4720 N Clarendon Ave., Chicago, IL, 60640

Please be assured that The Joint Commission will keep the report confidential, except as required by law or court order. To ensure that The Joint Commission's information about your organization is always accurate and current, our policy requires that you inform us of any changes in the name or ownership of your organization or the health care services you provide.

Sincerely,

Mark Pelletier

www.jointcommission.org

Headquarters
One Renaissance Boulevard
Oakbrook Terrace, IL 60181
630 792 5000 Voice

Mark G. Pelletier, RN, MS
Chief Operating Officer and Chief Nurse Executive
Division of Accreditation and Certification Operations

cc: CMS/Baltimore Office/Survey & Certification Group/Division of Acute Care Services
CMS/SOG Location 5 /Survey and Certification Staff

Headquarters
One Renaissance Boulevard
Oakbrook Terrace, IL 60181
630 792 5000 Voice

Debra Savage
Chair
Illinois Health Facilities and Services Review Board
525 West Jefferson Street, 2nd Floor
Springfield, Illinois 62761

Dear Chair Savage:

I hereby certify under penalty of perjury as provided in § 1-109 of the Illinois Code of Civil Procedure, 735 ILCS 5/1-109 that no adverse action as defined in 77 Ill. Admin. Code § 1130.140 has been taken against any health care facility owned or operated by Acadia Healthcare Company, Inc. in the State of Illinois during the three-year period prior to filing this application.

Additionally, pursuant to 77 Ill. Admin. Code § 1110.110(a)(2)(J), I hereby authorize the Health Facilities and Services Review Board ("HFSRB") and the Illinois Department of Public Health ("IDPH") access to any documents necessary to verify information submitted as part of this application for permit. I further authorize HFSRB and IDPH to obtain any additional information or documents from other government agencies which HFSRB or IDPH deem pertinent to process this application for permit.

Sincerely,

Christopher L. Howard
Vice President and Secretary
Acadia Healthcare Company, Inc.

Subscribed and sworn to me
This 4th day of October, 2022

Notary Public

ANGIE D. HOEHN
STATE OF TENNESSEE NOTARY PUBLIC
WILLIAMSON COUNTY, TN

81629703.1

Debra Savage
Chair
Illinois Health Facilities and Services Review Board
525 West Jefferson Street, 2nd Floor
Springfield, Illinois 62761

Dear Chair Savage:

I hereby certify under penalty of perjury as provided in § 1-109 of the Illinois Code of Civil Procedure, 735 ILCS 5/1-109 that no adverse action as defined in 77 Ill. Admin. Code § 1130.140 has been taken against any health care facility owned or operated by Chicago BH Hospital, LLC in the State of Illinois during the three-year period prior to filing this application.

Additionally, pursuant to 77 Ill. Admin. Code § 1110.110(a)(2)(J), I hereby authorize the Health Facilities and Services Review Board ("HFSRB") and the Illinois Department of Public Health ("IDPH") access to any documents necessary to verify information submitted as part of this application for permit. I further authorize HFSRB and IDPH to obtain any additional information or documents from other government agencies which HFSRB or IDPH deem pertinent to process this application for permit.

Sincerely,

Christopher L. Howard
Vice President and Secretary
Chicago BH Hospital, LLC

Subscribed and sworn to me
This 4th day of October, 2022

Notary Public

ANGIE D. HOEHN
STATE OF TENNESSEE NOTARY PUBLIC
WILLIAMSON COUNTY, TN

Section III, Project Purpose, Background and Alternatives – Information Requirements
Criterion 1110.110(b), Project Purpose, Background, and Alternatives

1. Purpose.

   The purpose of the Project, to address an unmet need for behavioral health services and to advance behavioral health equity in the Chicago metropolitan area,[2] has not changed since the CON application for Project. No. 22-008 was approved at the June 7, 2022 State Board meeting. The project purpose narrative is substantially similar to the narrative for Project No. 22-008 with the exception of the more detailed description of the mechanical work in the adult building. See Paragraph 3 for a description of the expanded scope of the mechanical work for this project.

   The purpose of this modernization project is to provide intensive inpatient mental health services that are responsive to a significant unmet need for behavioral health services and to advance behavioral health equity. In the Chicago metropolitan area, there are only 2,201 inpatient behavioral health beds to serve a population of nearly 8.7 million people (or one behavioral health bed for every 3,929 people). Ideally, adequate and consistent access to outpatient behavioral health services could reduce the need for inpatient services but as it stands, there should be 50 behavioral health beds for every 100,000 people, or a total of 4,325 beds to adequately serve the Chicago metropolitan area.[3] This project does not add beds to the inventory of the State Board but rather updates the quality of existing bed units to allow critical local access to behavioral health services to the residents of the Uptown neighborhood of Chicago and surrounding communities.

   Acadia Healthcare's mission is to create a world-class organization that sets the standard of excellence in the treatment of behavioral health. The Montrose Behavioral Health Hospital modernization project will result in a contemporary state-of-the-art facility. New psychiatric windows will be installed in each room, which will increase daylight exposure in the rooms. Non-clinical improvements include replacement of the roof system and elevators, site work, including underground utilities, landscaping, paving/site concrete, and exterior building design development. MEP system replacement, which will involve new ductwork and piping, fresh air intake system, electrical system replacement, including transformer, switchgear, main distribution panels, branch circuitry, generator, and transfer switches. The upgraded infrastructure systems will maintain a long-term, healthy building environment for patients and staff. The new design will incorporate a therapeutic healing environment by upgrading the fixtures, lighting, and finishes. It will provide a safe and comfortable healing environment where patients with behavioral health conditions are treated with respect and compassion that enables them to regain hope and develop resilience in a supportive, caring environment. The building's exterior façade and main entrance will be upgraded to be inviting and non-institutional. The upgrades will be made within the current physical plant and as such they will be influenced by the site restraints.

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[2] Cook, DuPage, Grundy, Kane, Kankakee, Kendall, Lake, McHenry, and Will Counties.
[3] This equates to a need for 2,124 additional behavioral health beds.

Key elements to be addressed include:

- Promoting staff efficiency by minimizing distance of necessary travel between frequently used spaces
- Allowing easy visual supervision of patients by staff
- Including all needed spaces, but no redundant ones.
- Providing an efficient logistics system for the efficient handling of food and clean supplies and the removal of waste, recyclables, and soiled material

While the new design will focus on providing a positive aesthetic environment for patients in crisis with a more residential character, the safety and welfare of the patients is paramount. Patient safety upgrades for building hardware, including plumbing fixtures, door hardware, ceilings and related items will be made to mitigate ligature risks. The patient care units will focus on the individual with sub-unit stations providing targeted care for different patient populations, and private bathrooms with showers in each patient room will replace the existing communal shower room, which will ensure patient dignity and privacy. Finally, upgrades necessary to comply with ADA requirements, both on and off patient units, will be made.

As noted above, the Montrose Behavioral Health Hospital is located in the Uptown neighborhood on the northside of Chicago, and the project will create greater access to services for underserved and unrepresented communities. Uptown is among Chicago's most culturally diverse neighborhoods, nearly half of the residents are African-American, Hispanic or Asian.[4] It is a port of entry for immigrants and refugees, with 25% foreign born residents and 16% of residents with limited English proficiency (or LEP).[5] Individuals with LEP face barriers to health care access, experience lower quality of care, and suffer worse health outcomes than the general population. LEP is an "independent driver of health care disparities and exacerbates other social determinants of health."[6] Due to these and other access issues, the Health Resources & Services Administration ("HRSA") designated Uptown and the surrounding neighborhoods as a mental health professional shortage area, a primary care Health Professional Shortage Area, medically underserved population and a medically underserved area for its Asian American population. <u>See</u> Attachment – 12A. These designations document the significant need for this project.

In determining whether an area is a mental health professional shortage area HRSA considers (i) population to psychiatrist ratio, (ii) percent of population below 100% of the Federal Poverty Limit, (iii) elderly ratio, (iv) youth ratio, (v) alcohol and substance abuse prevalence, and (vi) the travel time to the nearest source of care. Acadia's model for care across the country demands that it use innovative solutions to address shortages of behavioral health care professionals. It will implement those solutions in this market to ensure that Montrose Behavioral Health Hospital addresses the mental health

---

[4] Chicago Metropolitan Agency for Planning, Uptown: Community Data Snapshot (Aug. 2021) *available at* https://www.cmap.illinois.gov/documents/10180/126764/Uptown.pdf (last visited Feb. 11, 2022).

[5] <u>Id.</u>

[6] Jason Espinoza, M.D. and Sabrina Derrington, M.D., M.A., HEC-C, *How Should Clinicians Respond to Language Barriers that Exacerbate Health Inequity?*, 23 AMA J Ethics 109, 109 (

professional shortage including by acquiring better access to behavioral health professionals and by reducing the travel time for patients residing in Uptown and surrounding neighborhoods requiring behavioral health services.

2. Market Area

A map of the market area for Montrose Behavioral Health Hospital is attached at Attachment – 12B. A list of all zip codes located, in total or in part, within 10 miles of the Montrose Behavioral Health Hospital is provided in the table on the following page:

Table 1110.110(b)
Geographic Service Area Population

Zip Code	City	Population
60029	Golf	476
60043	Kenilworth	2,460
60053	Morton Grove	23,089
60076	Skokie	31,788
60077	Skokie	27,626
60091	Wilmette	27,165
60201	Evanston	41,884
60202	Evanston	32,703
60203	Evanston	4,397
60301	Oak Park	2,831
60302	Oak Park	31,620
60304	Oak Park	17,782
60601	Chicago	15,083
60602	Chicago	1,145
60603	Chicago	1,052
60604	Chicago	823
60605	Chicago	29,060
60606	Chicago	3,287
60607	Chicago	29,293
60608	Chicago	80,059
60610	Chicago	40,548
60611	Chicago	33,224
60612	Chicago	33,735
60613	Chicago	50,761
60614	Chicago	71,954
60616	Chicago	54,197
60618	Chicago	94,907
60622	Chicago	53,294
60624	Chicago	34,892
60625	Chicago	79,444

Table 1110.110(b) Geographic Service Area Population		
Zip Code	**City**	**Population**
60626	Chicago	50,544
60630	Chicago	56,433
60631	Chicago	29,529
60634	Chicago	75,082
60639	Chicago	88,204
60640	Chicago	69,363
60641	Chicago	69,880
60642	Chicago	19,716
60644	Chicago	46,591
60645	Chicago	47,270
60646	Chicago	28,569
60647	Chicago	87,633
60651	Chicago	63,492
60654	Chicago	20,022
60656	Chicago	28,218
60657	Chicago	70,958
60659	Chicago	42,735
60660	Chicago	44,498
60661	Chicago	10,354
60706	Harwood Heights	23,114
60707	Elmwood Park	43,093
60712	Lincolnwood	12,434
60714	Niles	29,520
Total		2,007,831

U.S. Census Bureau, 2019 American Community Survey 5-Year Estimates Data Profiles *available at* https://data.census.gov/cedsci/table?q=United%20States&g=0100000US&tid=ACSDP1Y2018.DP05 (last visited Jan. 14, 2022).

3. Existing problems

The adult inpatient building was constructed in 1965, when behavioral health care was provided in an institutionalized setting with locked-down units and enclosed nurses stations. Patients received custodial care, spent the majority of their time in their rooms, and had limited access to the outside world. As care shifts from an observation and evaluation model to a more holistic treatment approach in which patients take charge of their healing process through the individual and team-based care in a supportive environment, treatment facility design should be safe and comfortable, emphasizing personal empowerment and dignity.

4. Sources

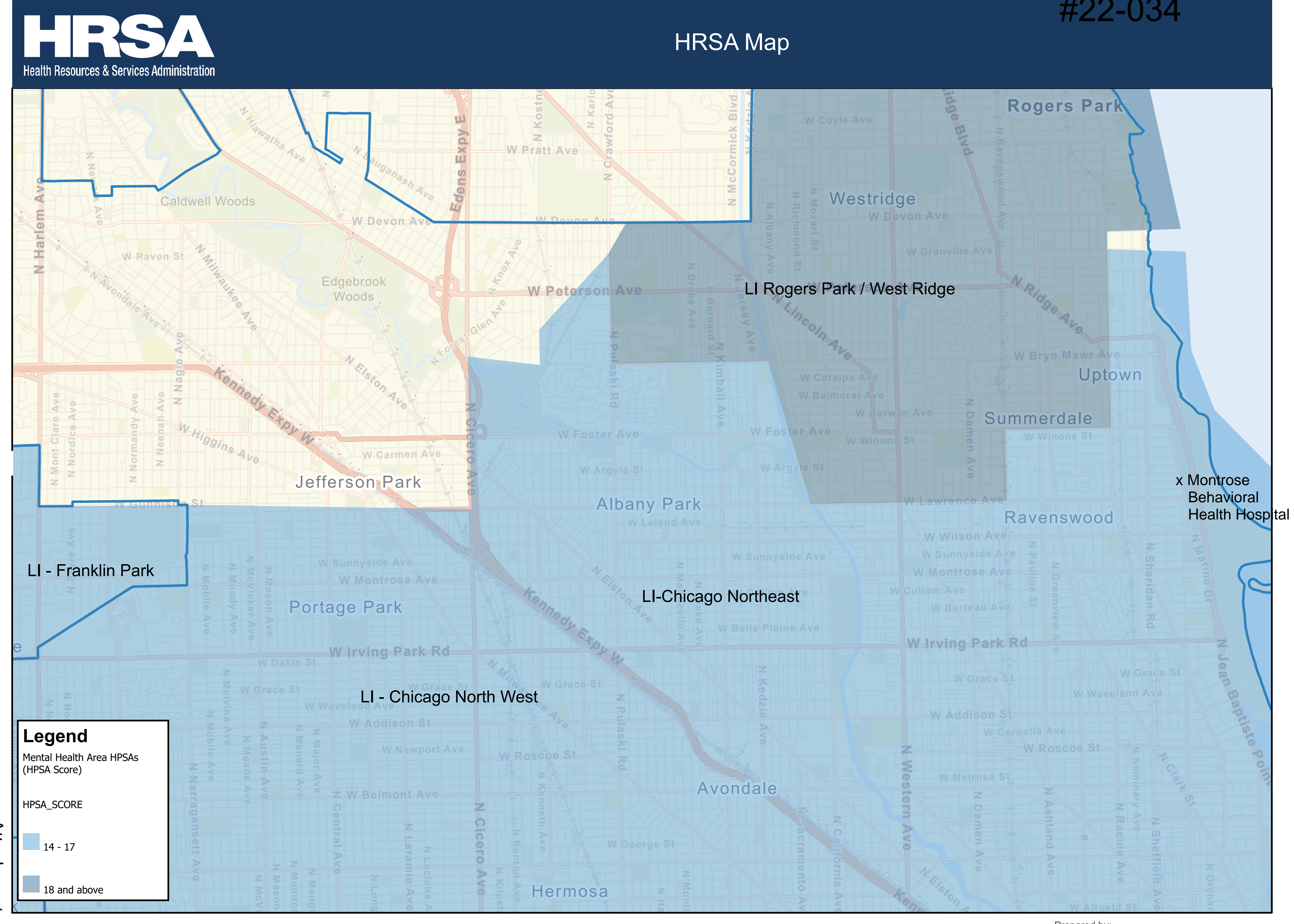
   Jocelyn M. Stroupe, AAHID, IIDA, ASID, EDAC, *Behavioral Health Design: Effective Patients Spaces for Treating Mental Illness*, HEALTH FACILITIES MANAGEMENT, Sept. 3, 2014 *available at* https://www.hfmmagazine.com/articles/1370-behavioral-health-design (last visited Jan. 18, 2022).

   Steve Cimino, *A New Era Dawns In Behavioral Health Design*, AM. INSTITUTE OF ARCHITECTS, *available\ at* https://www.aia.org/articles/6120749-a-new-era-dawns-in-behavioral-health-desig:31 (last visited Jan. 18, 2022).

   Kari Thorsen, *5 Ways Design is Transforming Behavioral Healthcare,* BUILDING DESIGN + CONSTRUCTION, Jul. 11, 2018 *available at* https://www.bdcnetwork.com/5-ways-design-transforming-behavioral-healthcare (last visited Jan. 18, 2022).

5. The modernization of the Montrose Behavioral Health Hospital adult inpatient building will provide a safe and comfortable healing environment where patients with behavioral health conditions are treated with respect and compassion that enables them to regain hope in a supportive, caring environment. The new design will incorporate a therapeutic healing environment by upgrading the lighting, colors and finishes, and installing modern windows to increase daylight exposure, which can reduce anxiety while supporting an environment of safety and normalcy.

6. The Applicants anticipate the modernization of the Montrose Behavioral Health Hospital adult inpatient building to be completed within 10 months, once all necessary permits are in place and anticipate the building will be operational by December 31, 2023.



Attachment - 12A

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Health Resources and Services Administration
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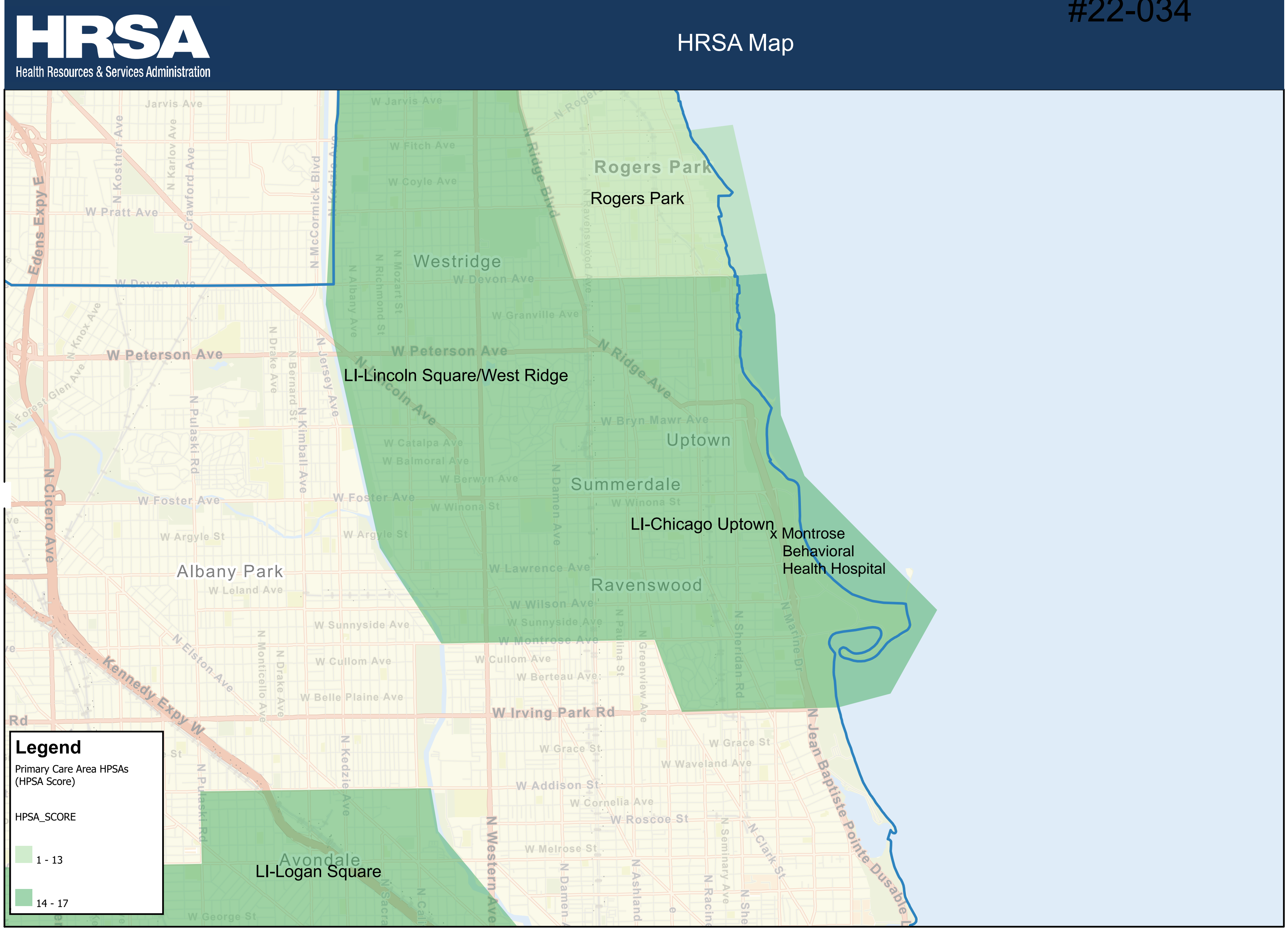

Attachment - 12A

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Office of Information Technology
Health Resources and Services Administration
Created on: 1/31/2022

HRSA
Health Resources & Services Administration

HRSA Map

Uptown

Summerdale

Ravenswood

Unknown

x Montrose Behavioral Health Hospital

Legend

Medically Underserved Areas

Medically Underserved Area

Attachment - 12A

data.HRSA.gov

Prepared by:
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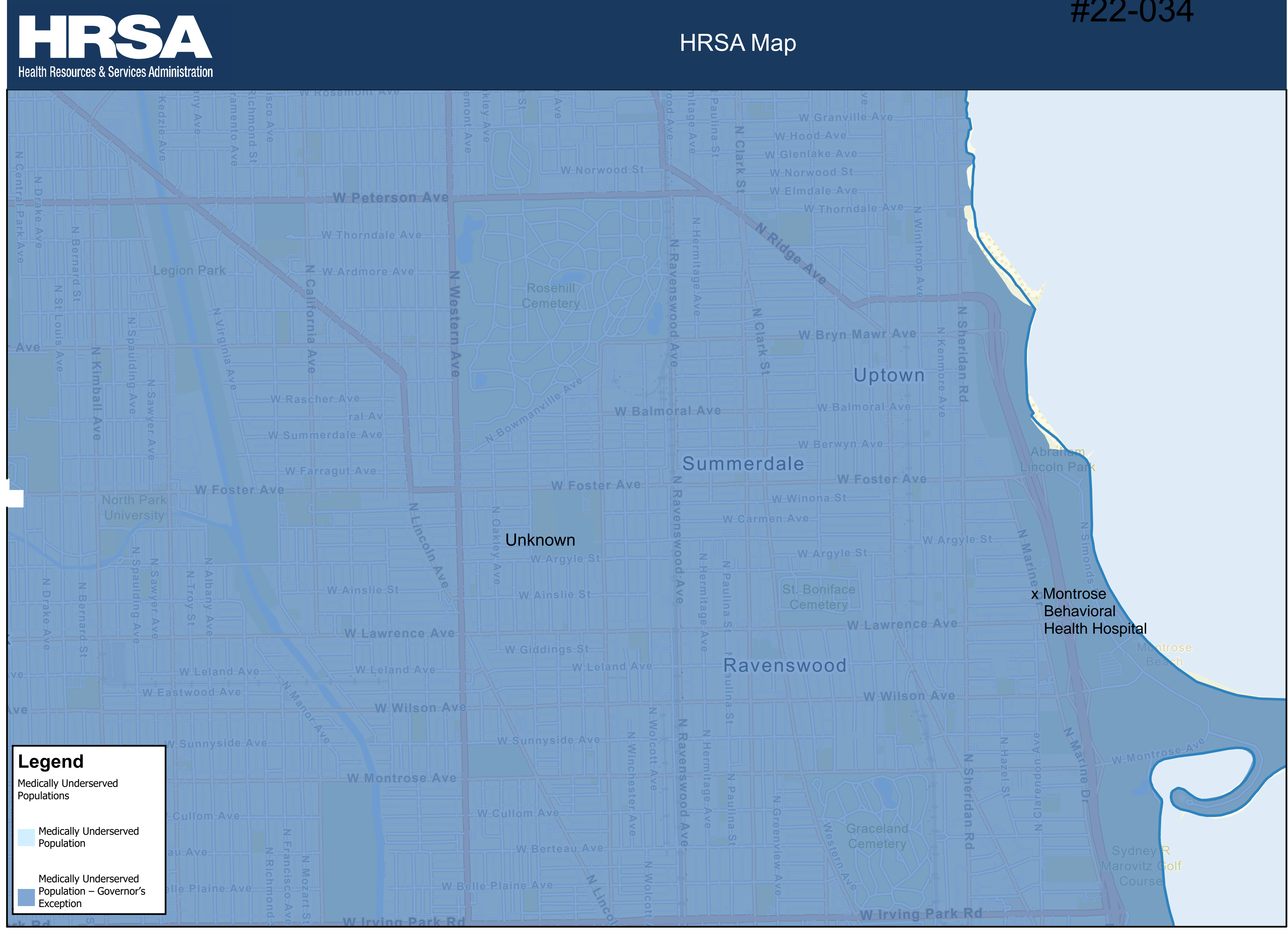
Office of Information Technology
Health Resources and Services Administration
Created on: 1/31/2022



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Division of Data and Information Services
Office of Information Technology
Health Resources and Services Administration
Created on: 1/31/2022

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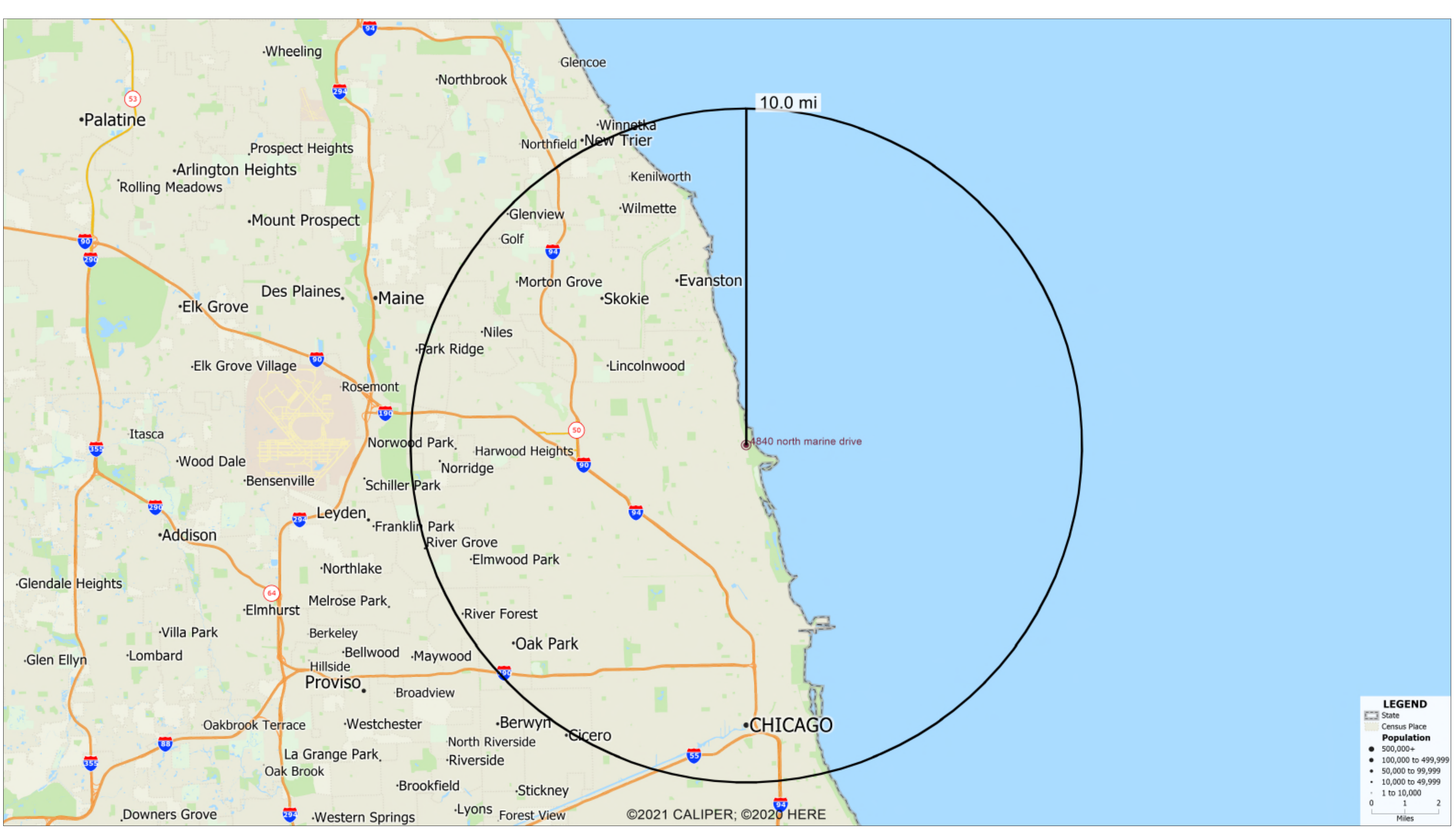

Attachment - 12B

Section III, Project Purpose, Background and Alternatives – Information Requirements
Criterion 1110.110(b), Project Purpose, Background, and Alternatives

Alternatives

The previous application discussed maintaining the status quo and why modernization of the adult inpatient building was selected. Due to increasing project costs due to unprecedented inflation, the Applicants considered the following options.

1. Repair Existing Mechanicals
2. Limited Replacement of the Mechanicals
3. Replacement of Mechanical Systems

After exploring these options, which are discussed in greater detail, the Applicants determined to replace the buildings mechanical systems. A review of each of the options considered follows.

Repair Existing Mechanicals

The Applicants considered scaling back the mechanical work to comply with the approved permit amount for Project No. 22-008. Under this option, the MEP systems would be repaired but not replaced. Private bathrooms with showers would not be created for each patient room, and instead the communal shower rooms would remain in place. New nurses' stations allowing for subdivision of patient populations on each floor would not be added. The only substantial changes to the patient floors would be to install new psychiatric windows in the patient rooms and replace furniture, plumbing fixtures, lighting, hvac grills, grab bars, sprinkler heads, and other anti-ligature components. While this option would allow the Applicants to complete the project on budget, it would not result in a contemporary state-of-the-art facility that meets Acadia's standards. As noted in the initial application, most of the mechanicals are past useful life and/or not performing as intended and will require replacement in the near future. Replacement of the MEP systems after the building is operational will be disruptive to patient care and more costly. For these reasons, this option was rejected.

The cost of this option is **$26,443,035**.

Limited Replacement of Mechanicals

The second option considered was to replace some but not all of the mechanicals. This option preserved the creation of private bathrooms with showers in each patient room, plus the furniture and anti-ligature measures stated above. Similar to the first option, there is a high risk that the mechanicals that are not replaced will fail in the near future and require replacement. This would be both disruptive to patient care and more costly. For these reasons, this option was rejected.

The cost of this option is **$29,641,907**.

Replacement of Mechanical Systems

The final option considered was to increase the scope of the non-reviewable components of Project No. 22-008 to include replacement of the roof system and elevators, site work, and MEP systems. The expanded scope of the project will involve new ductwork and piping, fresh air intake system, electrical system replacement, including transformer, switchgear, main distribution panels, branch circuitry, generator, and transfer switches. In addition to the furniture and anti-ligature measures listed above, nurse stations, sub nurse stations, day rooms, medication rooms and staff spaces would be reconfigured and created. Also, an upgraded façade and new windows to bring daylight into the core and corridors would be added. This option would result in a contemporary state-of-the-art facility that is in line with Acadia's standards.

The cost of this alternative is **$34,024,297**.

Section IV, Project Scope, Utilization, and Unfinished Shell Space
Criterion 1110.120(a), Size of the Project

The Applicants propose to modernize its 101-bed adult behavioral health building located at 4840 N. Marine Drive, Chicago, IL 60640. Pursuant to Section 1110, Appendix B of the State Board's rules, the maximum size of a behavioral health inpatient bed unit is 560 GSF per acute bed for a total maximum of 56,560 GSF for 101 acute mental illness beds. The total gross square footage of clinical space at the adult behavioral health building is 33,952 (or 336.2 per bed). Accordingly, the adult behavioral health building meets the State standard.

Section IV, Project Scope, Utilization, and Unfinished Shell Space
Criterion 1110.120(c), Project Services Utilization

By the second year of operation, annual utilization at Montrose Behavioral Health Hospital shall meet or exceed the State Board's utilization standard of 85%. By the second year after project completion, the Applicants anticipate at least 3,737 adult admissions and an average length of stay of 8.4 days for 31,390 patient days and at least 2,216 pediatric admissions and an average length of stay of 8.4 days for 18,615 patient days. An explanation for the demand for behavioral health services in the area is described in the Purpose of the Project narrative.

Section IV, Project Scope, Utilization, and Unfinished Shell Space
Criterion 1110.120(d), Unfinished Shell Space

This project will not include unfinished space designed to meet an anticipated future demand for service. Accordingly, this criterion is not applicable.

Section IV, Project Scope, Utilization, and Unfinished Shell Space
Criterion 1110.120(e), Assurances

This project will not include unfinished space designed to meet an anticipated future demand for service. Accordingly, this criterion is not applicable.

Section VI, Service Specific Review Criteria
Acute Mental Illness
Criterion 1110.210, Acute Mental Illness – Review Criteria

1. Deteriorated Facilities

   The adult inpatient building was constructed in 1965, when behavioral health care was provided in an institutionalized setting with locked-down units and enclosed nurses' stations. Patients received custodial care, spent the majority of their time in their rooms, and had limited access to the outside world. As care shifts from an observation and evaluation model to a more holistic treatment approach in which patients take charge of their healing process through the individual and team-based care in a supportive environment, treatment facility design should be safe and comfortable, emphasizing personal empowerment and dignity and allowing patients to take control of their own healing process.

   The modernization of the Montrose Behavioral Health Hospital adult inpatient building will provide a safe and comfortable healing environment where patients with behavioral health conditions are treated with respect and compassion that enables them to regain hope in a supportive, caring environment. The new design will incorporate a therapeutic healing environment by upgrading the lighting, colors and finishes, and installing modern windows to increase daylight exposure, which can reduce anxiety while supporting an environment of safety and normalcy.

   The project will involve general architectural and physical plant improvements including upgraded infrastructure systems to maintain a long-term, healthy building environment for patients and staff. New psychiatric windows will be installed in each room, which will increase daylight exposure in the rooms. Non-clinical improvements include replacement of the roof system and elevators, site work, including underground utilities, landscaping, paving/site concrete, and exterior building design development. MEP system replacement, which will involve new ductwork and piping, fresh air intake system, electrical system replacement, including transformer, switchgear, main distribution panels, branch circuitry, generator, and transfer switches. The new design will incorporate a therapeutic healing environment by upgrading the fixtures, lighting, and finishes. It will provide a safe and comfortable healing environment where patients with behavioral health conditions are treated with respect and compassion that enables them to regain hope and develop resilience in a supportive, caring environment. The building's exterior façade and main entrance will be upgraded to be inviting and non-institutional. The upgrades will be made within the current physical plant and as such they will be influenced by the site restraints.

   Prior to the acquisition of Montrose Behavioral Health Hospital, the Applicants surveyed the building and made the following observations:

   - The majority of the building's mechanical equipment needs to be replaced/upgraded as it is past its useful life and/or not performing as intended.
   - The larger plumbing equipment is at the end of its useful life and should be replaced to achieve reliability and better energy efficiency.

- Some of the electrical equipment has exceeded its useful life and should be replaced.
- Patient units and common areas will be upgraded to ensure compliance with Americans with Disabilities Act standards.
- The building will require exterior envelope improvements, psychiatric safety upgrades, aesthetic upgrades, and internal renovations to improve the operational layout on all floors.

2. Occupancy

   Projects involving the modernization of a category of service or hospital shall meet or exceed the State Board's 85% occupancy standard. By the second year after project completion, the Applicants anticipate 3,737 adult admissions and an average length of stay of 8.4 days for 31,390 patient days and 2,216 pediatric admissions and an average length of stay of 8.4 days for 18,615 patient days.

3. Montrose Behavioral Health Hospital is located in the Chicago metropolitan statistical area ("MSA"). The minimum unit size for an acute mental illness unit within an MSA is 20 beds. The Applicants propose to modernize its 101-bed adult inpatient acute mental illness unit. Accordingly, this criterion is met.

Section VII, Financial Feasibility
Criterion 1120.120 Availability of Funds

This project will be funded entirely with cash and cash equivalents. A copy of Acadia Healthcare Company, Inc.'s 2021 10-K statement evidencing sufficient internal resources to fund the project is attached at Attachment – 33.

#22-034

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

(Mark One)

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2021

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from __________ to __________

Commission File Number: 001-35331

ACADIA HEALTHCARE COMPANY, INC.

(Exact name of registrant as specified in its charter)

Delaware	45-2492228
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

6100 Tower Circle, Suite 1000
Franklin, Tennessee 37067
(Address, including zip code, of registrant's principal executive offices)

(615) 861-6000
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of exchange on which registered
Common Stock, $.01 par value	ACHC	NASDAQ Global Select Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer", "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated filer	☐	Emerging growth company	☐
Non-accelerated filer	☐	Smaller reporting company	☐		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of June 30, 2021, the aggregate market value of the shares of common stock of the registrant held by non-affiliates was approximately $5.5 billion, based on the closing price of the registrant's common stock reported on the NASDAQ Global Select Market of $62.75 per share.

As of March 1, 2022, there were 89,901,950 shares of the registrant's common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement for its 2022 annual meeting of stockholders to be held on May 19, 2022 are incorporated by reference into Part III of this Form 10-K.

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ACADIA HEALTHCARE COMPANY, INC.
ANNUAL REPORT ON FORM 10-K
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PART I

Unless the context otherwise requires, all references in this Annual Report on Form 10-K to "Acadia," "the Company," "we," "us" or "our" mean Acadia Healthcare Company, Inc. and its consolidated subsidiaries.

Item 1. Business.

Overview

Our business strategy is to acquire and develop behavioral healthcare facilities and improve our operating results within our facilities and our other behavioral healthcare operations. We strive to improve the operating results of our facilities by providing high-quality services, expanding referral networks and marketing initiatives while meeting the increased demand for behavioral healthcare services through expansion of our current locations as well as developing new services within existing locations. At December 31, 2021, we operated 238 behavioral healthcare facilities with approximately 10,500 beds in 40 states and Puerto Rico. During the year ended December 31, 2021, we added 375 beds, consisting of 295 added to existing facilities and 80 added through the opening of one wholly-owned facility, and opened 10 comprehensive treatment centers ("CTCs").

We are the leading publicly traded pure-play provider of behavioral healthcare services in the United States (the "U.S."). Management believes that we are positioned as a leading platform in a highly fragmented industry under the direction of an experienced management team that has significant industry expertise. Management expects to take advantage of several strategies that are more accessible as a result of our increased size and geographic scale, including continuing a national marketing strategy to attract new patients and referral sources, increasing our volume of out-of-state referrals, providing a broader range of services to new and existing patients and clients and selectively pursuing opportunities to expand our facility and bed count in the U.S. through acquisitions, wholly-owned de novo facilities, joint ventures and bed additions in existing facilities.

On January 19, 2021, we completed the sale of our operations in the United Kingdom (the "U.K.") to RemedcoUK Limited, a company organized under the laws of England and Wales and owned by funds managed or advised by Waterland Private Equity Fund VII (the "U.K. Sale"). The U.K. Sale allowed us to reduce our indebtedness and focus on our U.S. operations. We report, for all periods presented, results of operations and cash flows of the U.K. operations as discontinued operations in the accompanying financial statements. See "U.K. Sale" below for additional details about the U.K. Sale.

Our common stock is listed for trading on The NASDAQ Global Select Market under the symbol "ACHC." Our principal executive offices are located at 6100 Tower Circle, Suite 1000, Franklin, Tennessee 37067, and our telephone number is (615) 861-6000.

Acquisitions

On December 31, 2021, we acquired the equity of CenterPointe Behavioral Health System, LLC and certain related entities ("CenterPointe") for cash consideration of approximately $139 million. The acquisition was funded through a combination of cash on hand and a $70.0 million draw on the Revolving Facility (as defined below). CenterPointe operates four acute inpatient hospitals with 306 beds and ten outpatient locations primarily in Missouri.

U.K. Sale

On January 19, 2021, we completed the U.K. Sale pursuant to a Share Purchase Agreement in which we sold all of the securities of AHC-WW Jersey Limited, a private limited liability company incorporated in Jersey and a subsidiary of the Company, which constituted the entirety of our U.K. operations. The U.K. Sale resulted in approximately $1,525 million of gross proceeds before deducting the settlement of existing foreign currency hedging liabilities of $85 million based on the current British Pounds ("GBP") to U.S. Dollars ("USD") exchange rate, cash retained by the buyer and transaction costs. We used the net proceeds of approximately $1,425 million (excluding cash retained by the buyer) along with cash from the balance sheet to reduce debt by $1,640 million during the first quarter of 2021. As a result of the U.K. Sale, we reported, for all periods presented, results of operations and cash flows of the U.K. operations as discontinued operations in the accompanying financial statements.

COVID-19 Impact

During March 2020, the global pandemic of the novel coronavirus known as COVID-19 ("COVID-19") began to affect our facilities, employees, patients, communities, business operations and financial performance, as well as the broader U.S. and U.K. economies and financial markets. At many of our facilities, employees and/or patients have tested positive for COVID-19. We are committed to protecting the health of our communities and have been responding to the evolving COVID-19 situation while taking steps to provide quality care and protect the health and safety of our patients and employees. Over the last two years, all of our

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facilities have closely followed infectious disease protocols, as well as recommendations by the Centers for Disease Control and Prevention ("CDC") and local health officials.

We have taken numerous steps to help minimize the impact of the virus on our patients and employees. For example, we:

- established an internal COVID-19 taskforce;
- instituted social distancing practices and protective measures throughout our facilities, which included restricting or suspending visitor access, screening patients and staff who enter our facilities based on criteria established by the CDC and local health officials, and testing and isolating patients when warranted;
- implemented plans to vaccinate all eligible employees at our facilities that participate in the Centers for Medicare and Medicaid Services ("CMS") reimbursement programs;
- secured contracts with additional distributors for supplies;
- expanded telehealth capabilities;
- implemented emergency planning in directly impacted markets; and
- limited all non-essential business travel and in-person trainings and conferences.

We have developed additional supply chain management processes, which includes extensive tracking and delivery of key personal protective equipment ("PPE") and supplies and sharing resources across all facilities. We could experience supply chain disruptions and significant price increases in equipment, pharmaceuticals and medical supplies, particularly PPE. Pandemic-related staffing difficulties and equipment, pharmaceutical and medical supplies shortages may impact our ability to treat patients at our facilities. Such shortages could lead to us paying higher prices for supplies, equipment and labor and an increase in overtime hours paid to our employees.

Financing Transactions

On December 31, 2012, we entered into the Amended and Restated Credit Agreement (the "Amended and Restated Credit Agreement"), which amended and restated the Senior Secured Credit Facility that we originally entered into on April 1, 2011. We amended the Amended and Restated Credit Agreement from time to time as described in our prior filings with the Securities and Exchange Commission (the "SEC"). See "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources—New Credit Facility" for additional information.

We entered into a new senior credit facility (the "New Credit Facility") on March 17, 2021. This New Credit Facility provides for a $600.0 million senior secured revolving credit facility (the "Revolving Facility") and a $425.0 million senior secured term loan facility (the "Term Loan Facility" and, together with the Revolving Facility, the "Senior Facilities"), each maturing on March 17, 2026 unless extended in accordance with the terms of the New Credit Facility. The Revolving Facility further provides for (i) up to $20.0 million to be utilized for the issuance of letters of credit and (ii) the availability of a swingline facility under which we may borrow up to $20.0 million.

As a part of the closing of the New Credit Facility on March 17, 2021, we (i) refinanced and terminated our prior credit facilities under the Amended and Restated Credit Agreement, dated as of December 31, 2012 (the "Prior Credit Facility") and (ii) financed the redemption of all of our outstanding 5.625% Senior Notes due 2023 (the "5.625% Senior Notes").

On March 17, 2021, we satisfied and discharged the indentures governing the 5.625% Senior Notes. In connection with the redemption of the 5.625% Senior Notes, we recorded debt extinguishment costs of $3.3 million, including the write-off of deferred financing and premiums costs in the consolidated statement of operations.

On March 1, 2021, we satisfied and discharged the indentures governing the 6.500% Senior Notes due 2024 ("6.500% Senior Notes"). In connection with the redemption of the 6.500% Senior Notes, we recorded debt extinguishment costs of $10.5 million, including $6.3 million cash paid for breakage costs and the write-off of deferred financing costs of $4.2 million in the consolidated statement of operations.

On January 5, 2021, we made a voluntary payment of $105.0 million on our Term Loan B facility Tranche B-4 (the "Tranche B-4 Facility"). On January 19, 2021, we used a portion of the net proceeds from the U.K. Sale to repay $311.7 million of the Term Loan A facility (the "TLA Facility") and $767.9 million of our Tranche B-4 Facility of the Prior Credit Facility.

On November 13, 2020, we entered into the Fourth Repricing Facilities Amendment (the "Fourth Repricing Facilities Amendment") to the Amended and Restated Credit Agreement. The Fourth Repricing Facilities Amendment extended the maturity date of each of the existing revolving line of credit and the existing TLA Facility from November 30, 2021 to November 30, 2022. The Fourth Repricing Facilities Amendment also (1) replaced the revolving line of credit in an aggregate committed amount of $500.0

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million to an aggregate committed amount of approximately $459.0 million and (2) replaced the TLA Facility aggregate outstanding principal amount of approximately $352.4 million to an aggregate principal amount of approximately $318.9 million. The interest rate margin applicable to both facilities remains unchanged from the prior facilities, and the commitment fee applicable to the new revolving line of credit also remains unchanged from the prior revolving line of credit. In connection with the Fourth Repricing Facilities Amendment, we recorded a debt extinguishment charge of $1.0 million, including the write-off of discount and deferred financing costs, which was recorded in debt extinguishment costs in the consolidated statements of operations.

On October 14, 2020, we issued $475.0 million of 5.000% Senior Notes due 2029 (the “5.000% Senior Notes”). The 5.000% Senior Notes mature April 15, 2029 and bear interest at a rate of 5.000% per annum, payable semi-annually in arrears on April 15 and October 15, commencing on April 15, 2021. We used the net proceeds of the 5.000% Senior Notes to prepay approximately $453.3 million of the outstanding borrowings on our existing Term Loan B facility Tranche B-3 (the “Tranche B-3 Facility”) and used the remaining net proceeds for general corporate purposes and to pay related fees and expenses in connection with the offering. In connection with the 5.000% Senior Notes, we recorded a debt extinguishment charge of $2.9 million, including the write-off of discount and deferred financing cost in the consolidated statements of operations.

On June 24, 2020, we issued $450.0 million of 5.500% Senior Notes due 2028 (the “5.500% Senior Notes”). The 5.500% Senior Notes mature on July 1, 2028 and bear interest at a rate of 5.500% per annum, payable semi-annually in arrears on January 1 and July 1 of each year, commencing on January 1, 2021. As further described below, we used the net proceeds of the 5.500% Senior Notes, together with cash on hand, to redeem in full the outstanding 6.125% Senior Notes due 2021 (the “6.125% Senior Notes”) and the 5.125% Senior Notes due 2022 (the “5.125% Senior Notes”) and to pay related fees and expenses in connection therewith.

On June 10, 2020, we issued conditional notices of full redemption providing for the redemption in full of the 6.125% Senior Notes and the 5.125% Senior Notes on July 10, 2020 (the “Redemption Date”), in each case at a redemption price equal to 100.0% of the principal amount thereof, plus accrued and unpaid interest, if any, up to, but not including the Redemption Date (the “Redemption Price”). On June 24, 2020, we satisfied and discharged the indentures governing the 6.125% Senior Notes and the 5.125% Senior Notes by irrevocably depositing with a trustee sufficient funds equal to the Redemption Price for the 6.125% Senior Notes and the 5.125% Senior Notes and otherwise complying with the terms in the indentures relating to the satisfaction and discharge of the 6.125% Senior Notes and the 5.125% Senior Notes. In connection with the redemption of the 6.125% Senior Notes and the 5.125% Senior Notes, we recorded a debt extinguishment charge of $3.3 million, including the write-off of the deferred financing and other costs in the consolidated statements of operations.

On April 21, 2020, we entered into the Thirteenth Amendment (the “Thirteenth Amendment”) to the Amended and Restated Credit Agreement. The Thirteenth Amendment amended the Consolidated Leverage Ratio in the existing covenant to increase the leverage ratio for the rest of 2020.

On February 27, 2019, we entered into the Twelfth Amendment (the “Twelfth Amendment”) to the Amended and Restated Credit Agreement. The Twelfth Amendment, among other things, modified certain definitions, including “Consolidated EBITDA”, and increased our permitted Maximum Consolidated Leverage Ratio, thereby providing increased flexibility to us in terms of our financial covenants.

On February 6, 2019, we entered into the Eleventh Amendment (the “Eleventh Amendment”) to the Amended and Restated Credit Agreement. The Eleventh Amendment, among other things, amended the definition of “Consolidated EBITDA” to remove the cap on non-cash charges, losses and expenses related to the impairment of goodwill, which in turn provided increased flexibility to us in terms of our financial covenants.

Competitive Strengths

Management believes the following strengths differentiate us from other providers of behavioral healthcare services:

Premier operational management team with track record of success. Our management team has approximately 230 combined years of experience in acquiring, integrating and operating a variety of behavioral health facilities. The extensive national experience and operational expertise of our management team give us what management believes to be the premier leadership team in the behavioral healthcare industry. Our management team strives to use its years of experience operating behavioral healthcare facilities to generate strong cash flow and grow a profitable business.

Favorable industry and legislative trends. According to a 2020 survey by the Substance Abuse and Mental Health Services Administration of the U.S. Department of Health and Human Services (“SAMHSA”), 52.9 million of adults in the U.S. aged 18 years or older suffered from a mental illness in the prior year and 14.2 million suffered from a serious mental illness. Further, approximately 21.6 million people aged 12 or older in 2019 needed substance use treatment in the past year. According to a study by The Journal of American Medical Association Pediatrics, an estimated 7.7 million U.S. children has a treatable mental health disorder. Management

believes the market for behavioral services will continue to grow due to increased awareness of mental health and substance abuse conditions and treatment options.

While the growing awareness of mental health and substance abuse conditions is expected to accelerate demand for services, recent healthcare reform in the U.S. is expected to increase access to industry services as more people obtain insurance coverage. A key aspect of reform legislation is the extension of mental health parity protections established into law by the Paul Wellstone and Pete Domenici Mental Health Parity and Addiction Equity Act of 2008 (the "MHPAEA"). The MHPAEA requires employers who provide behavioral health and addiction benefits to provide such coverage to the same extent as other medical conditions. On December 13, 2016, then President Obama signed the 21st Century Cures Act. The 21st Century Cures Act appropriates substantial resources for the treatment of behavioral health and substance abuse disorders and contains measures intended to strengthen the MHPAEA. On October 21, 2018, the Substance Use-Disorder Prevention that Promotes Opioid Recovery and Treatment for Patients and Communities Act (the "SUPPORT Act") was signed into law. The SUPPORT Act expands Medicare coverage to include Opioid Treatment Programs for services provided on or after January 2, 2020. It also includes Individuals in Medicaid Deserve Care that is Appropriate and Responsible in its Execution Act, which suspends the current prohibition on using federal Medicaid funds to pay for substance use disorder treatment at inpatient treatment facilities with more than 16 beds and limits beneficiaries to no more than 30 days of inpatient treatment per 12 month period.

Leading platform in attractive healthcare niche. We are a leading behavioral healthcare platform in an industry that is undergoing consolidation in an effort to reduce costs and expand programs to better serve the growing need for inpatient behavioral healthcare services. Management expects to take advantage of several strategies that are more accessible as a result of our increased size and geographic scale, including continuing a national marketing strategy to attract new patients and referral sources, increasing our volume of out-of-state referrals, providing a broader range of services to new and existing patients and clients and selectively pursuing opportunities to expand our facility and bed count.

Diversified revenue and payor bases. At December 31, 2021, we operated 238 facilities in 40 states and Puerto Rico. Our payor, patient and geographic diversity mitigates the potential risk associated with any single facility. For the year ended December 31, 2021, we received 49% of our revenue from continuing operations from Medicaid, 30% from commercial payors, 16% from Medicare and 5% from other payors. As we receive Medicaid payments from 46 states, the District of Columbia and Puerto Rico, management does not believe that we are significantly affected by changes in reimbursement policies in any one state or territory. No facility accounted for more than 3% of revenue for the year ended December 31, 2021, and no state or U.S. territory accounted for more than 12% of revenue for the year ended December 31, 2021. We believe that our increased geographic diversity will mitigate the impact of any financial or budgetary pressure that may arise in a particular state or market where we operate.

Strong cash flow generation and low capital requirements. We generate strong free cash flow by profitably operating our business and by actively managing our working capital. Moreover, as the behavioral healthcare business does not typically require the procurement and replacement of expensive medical equipment, our maintenance capital expenditure requirements are generally less than that of other facility-based healthcare providers. For the year ended December 31, 2021, our maintenance capital expenditures amounted to approximately 2% of our revenue.

Business Strategy

We are committed to providing the communities we serve with high-quality, cost-effective behavioral healthcare services, while growing our business, increasing profitability and creating long-term value for our stockholders. To achieve these objectives, we have aligned our activities around the following growth strategies:

Increase margins by enhancing programs and improving performance at existing facilities. Management believes we can improve efficiencies and increase operating margins by utilizing our management's expertise and experience within existing programs and their expertise in improving performance at underperforming facilities. Management believes the efficiencies can be realized by investing in growth in strong markets, addressing capital-constrained facilities that have underperformed and improving management systems.

Opportunistically pursue acquisitions and partnerships. We have positioned the Company as a leading provider of mental health services in the U.S. The behavioral healthcare industry in the U.S. is highly fragmented, and we selectively seek opportunities to expand and diversify our base of operations by acquiring additional facilities and entering into partnerships with healthcare providers to acquire and develop additional facilities. We have a number of potential joint ventures and acquisitions in various stages of development and consideration in the U.S.

Management believes our focus on behavioral healthcare and history of completing acquisitions provides us with a strategic advantage in sourcing, evaluating and closing acquisitions. We leverage our management team's expertise to identify and integrate acquisitions based on a disciplined acquisition strategy that focuses on quality of service, return on investment and strategic benefits.

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We also have a comprehensive post-acquisition strategic plan to facilitate the integration of acquired facilities that includes improving facility operations, retaining and recruiting psychiatrists and other healthcare professionals and expanding the breadth of services offered by the facilities.

Drive organic growth of existing facilities. We seek to increase revenue at our facilities by providing a broader range of services to new and existing patients and clients. In addition, management intends to increase bed counts in our existing facilities. During the year ended December 31, 2021, we added 375 beds, consisting of 295 added to existing facilities and 80 added through the opening of one wholly-owned facility, and opened 10 CTCs. For the year ending December 31, 2022, we expect to add approximately 300 beds to existing facilities and 350 beds through the opening of two wholly-owned facilities and two joint venture facilities and expect to open at least six CTCs. Furthermore, management believes that opportunities exist to leverage out-of-state referrals to increase volume and minimize payor concentration, especially with respect to our youth and adolescent focused services and our substance abuse services.

U.S. Operations

Our facilities and services can generally be classified into the following categories: acute inpatient psychiatric facilities; specialty treatment facilities; and residential treatment centers. Outpatient programs associated with our facilities are included within each respective service line. The table below presents the percentage of our total U.S. revenue attributed to each category for the year ended December 31, 2021:

Facility/Service	Revenue for the Year Ended December 31, 2021
Acute inpatient psychiatric facilities	49%
Specialty treatment facilities	39%
Residential treatment centers	12%

We receive payments from the following sources for services rendered in our facilities: (i) state governments under their respective Medicaid and other programs; (ii) commercial insurers; (iii) the federal government under the Medicare program administered by the Centers for Medicare and Medicaid Services (“CMS”); and (iv) individual patients and clients. For the year ended December 31, 2021, we received 49% of our revenue from Medicaid, 30% from commercial payors, 16% from Medicare and 5% from other payors.

At December 31, 2021, our facilities included 238 behavioral healthcare facilities with approximately 10,500 beds in 40 states and Puerto Rico. Of our facilities, excluding CTCs, approximately 51% are acute inpatient psychiatric facilities, approximately 37% are specialty treatment facilities and approximately 12% are residential treatment centers at December 31, 2021. Of the 238 behavioral healthcare facilities, 141 are CTCs, which is a subset of specialty treatment facilities. Of our CTCs, 16 are owned properties and 125 are leased properties. Of the 97 facilities that are not CTCs, 77 are owned properties and 20 are leased properties. For the years ended December 31, 2021 and 2020, our continuing operations generated revenue of $2,314.4 million and $2,089.9 million, respectively.

Acute Inpatient Psychiatric Facilities

Acute inpatient psychiatric facilities provide a high level of care in order to stabilize patients that are either a threat to themselves or to others. The acute setting provides 24-hour observation, daily intervention and monitoring by psychiatrists. Generally, due to shorter lengths of stay, the related higher patient turnover, and the special security and health precautions required, acute inpatient psychiatric facilities have lower average occupancy than residential treatment centers. Our facilities that offer acute care services provide evaluation and crisis stabilization of patients with severe psychiatric diagnoses through a medical delivery model that incorporates structured and intensive medical and behavioral therapies with 24-hour monitoring by a psychiatrist, psychiatric trained nurses, therapists and other direct care staff. Lengths of stay for crisis stabilization and acute care range from three to five days and from five to twelve days, respectively.

Specialty Treatment Facilities

Our specialty treatment facilities include residential recovery facilities, eating disorder facilities and CTCs. We provide a comprehensive continuum of care for adults with addictive disorders and co-occurring mental disorders. Our detoxification, inpatient, partial hospitalization and outpatient treatment programs are cost-effective and give patients access to the least restrictive level of care. All programs offer individualized treatment in a supportive and nurturing environment.

The majority of our specialty treatment services are provided to patients who abuse addictive substances such as alcohol, illicit drugs or opiates, including prescription drugs. Some of our facilities also treat other addictions and behavioral disorders such as chronic pain, sexual compulsivity, compulsive gambling, mood disorders, emotional trauma and abuse. The goal of our treatment facilities is to provide the appropriate level of treatment to an individual no matter where they are in the lifecycle of their disease in

order to restore the individual to a healthier, more productive life, free from dependence on illicit substances and destructive behaviors. Our treatment facilities provide a number of different treatment services such as assessment, detoxification, medication-assisted treatment, counseling, education, lectures and group therapy. We assess and evaluate the medical, psychological and emotional needs of the patient and address these needs in the treatment process. Following this assessment, an individualized treatment program is designed to provide a foundation for a lifelong recovery process. Many modalities are used in our treatment programs to support the individual, including the twelve step philosophy, cognitive/behavioral therapies, supportive therapies and continuing care.

Residential Recovery Facilities. Our inpatient facilities house and care for patients over an extended period and typically treat patients from a broadly defined regional market. We provide three basic levels of residential treatment depending on the severity of the patient's addiction and/or behavioral disorder. Patients with the most severe dependencies are typically placed into inpatient treatment, in which the patient resides at a treatment facility. If a patient's condition is less severe, he or she will be offered day treatment, which allows the patient to return home in the evening. The least intensive service is where the patient visits the facility for just a few hours a week to attend counseling/group sessions.

Following primary treatment, our extended care programs typically offer residential care, which allows patients to develop healthy and appropriate living skills while remaining in a safe and nurturing setting. Patients are supported in their recovery by a semi-structured living environment that allows them to begin the process of employment or to pursue educational goals and to take personal responsibility for their recovery. The structure of this treatment phase is monitored by a primary therapist who works with each patient to integrate recovery skills and build a foundation of sobriety with a strong support system. Length of stay will vary depending on the patient's needs with a minimum stay of 30 days and could be multiple months if needed.

Our outpatient clinics serve patients that do not require inpatient treatment or are transitioning from a residential treatment program; have employment, family or school commitments; and have stabilized in their substance addiction recovery practices and are seeking ongoing continuing care.

Eating Disorder Facilities. Our eating disorder facilities provide treatment services for eating disorders and weight management, each of which may be effectively treated through a combination of medical, psychological and social treatment programs.

Comprehensive Treatment Centers. Our CTCs specialize in providing medication-assisted and abstinent-based treatment. Medication-assisted treatment combines behavioral therapy and medication to treat substance use disorders. CTCs utilize medication-assisted treatment to individuals addicted to opiates such as opioid analgesics (prescription pain medications) and heroin. Medication is used to normalize brain chemistry to block the euphoric effects of alcohol and opioids allowing our professional staff to provide behavioral therapy. Patients begin their treatment attending the clinic almost daily. Then, through successfully progressing in treatment, patients attend less frequently depending on individual treatment plans. The length of treatment differs from patient to patient, but typically ranges from one to three years.

Each of our CTCs provide a range of comprehensive substance abuse treatment support services that include medical, counseling, vocational, educational, and other treatment services. Our behavioral therapies are delivered in an array of treatment models that may include individual and group therapy, intensive outpatient, outpatient, partial hospitalization/day treatment, road to recovery and other programs that can be either abstinent or medication assisted based.

Residential Treatment Centers

Residential treatment centers treat patients with behavioral disorders in a non-hospital setting, including outdoor programs. The facilities balance therapy activities with social, academic and other activities. Because the setting is less intensive, demands on staffing, security and oversight are generally lower than inpatient psychiatric facilities. In contrast to acute care psychiatric facilities, occupancy in residential treatment centers can be managed more easily given a longer length of stay. Over time, however, residential treatment centers have continued to serve increasingly severe patients who would have been treated in acute care facilities in earlier years.

We provide residential treatment care through a medical model residential treatment facility, which offers intensive, medically-driven interventions and individualized treatment regimens designed to deal with moderate to high level patient acuity. Children and adolescents admitted to these facilities typically have had multiple prior failed treatment plans, severe physical, sexual and emotional abuse, termination of parental custody, substance abuse, marked deficiencies in social, interpersonal and academic skills and a wide range of psychiatric disorders. Treatment typically is provided by an interdisciplinary team coordinating psychopharmacological, individual, group and family therapy, along with specialized accredited educational programs in both secure and unlocked environments. Lengths of stay range from three months to several years.

Certain of our residential treatment centers provide group home, therapeutic group home and therapeutic foster care programs. Our group home programs provide family-style living for youths in a single house or apartment within residential communities where supervision and support are provided by 24-hour staff. The goal of a group home program is to teach family living and social skills through individual and group counseling sessions within a real life environment. The residents are encouraged to take responsibility for the home and their health as well as actively take part in community functions. Most attend an accredited and licensed on-premises school or a local public school. We also operate therapeutic group homes that provide comprehensive treatment services for seriously, emotionally disturbed adolescents. The ultimate goal is to reunite or place these children with their families or prepare them, when appropriate, for permanent placement with a relative or an adoptive family. We also manage therapeutic foster care programs, which are considered the least restrictive form of therapeutic placement for children and adolescents with emotional disorders. Children and adolescents in our therapeutic foster care programs often are part of the child welfare or juvenile justice system. Care is delivered in private homes with experienced foster parents who are trained to work with children and adolescents with special needs.

U.K. Operations

Prior to the U.K. Sale, we were the leading independent provider of mental health services in the U.K. operating 345 inpatient behavioral health facilities with approximately 8,200 beds at December 31, 2020. Our U.K. facilities were located in England, Wales, Scotland and Northern Ireland. For the years ended December 31, 2021 and 2020, our U.K. operations generated revenue of $62.5 million and $1,119.8 million, respectively, primarily through the operation and management of inpatient behavioral health facilities.

Additional information about our U.K. operations and the U.K.'s behavioral healthcare industry can be found in our prior filings with the SEC.

Sources of Revenue

As of December 31, 2021, we received payments from the following sources for services rendered in our facilities: (i) state governments under their respective Medicaid and other programs; (ii) commercial insurers; (iii) the federal government under the Medicare program administered by CMS; and (iv) individual patients and clients. We determine the transaction price based on established billing rates reduced by contractual adjustments provided to third-party payors, discounts provided to uninsured patients and implicit price concessions. Contractual adjustments and discounts are based on contractual agreements, discount policies and historical experience. Implicit price concessions are based on historical collection experience. See "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations — Critical Accounting Policies — Revenue and Accounts Receivable" for additional disclosure. Other information related to our revenue, income and other operating information is provided in our Consolidated Financial Statements.

Regulation

U.S. Overview

The healthcare industry is subject to numerous laws, regulations and rules including, among others, those related to government healthcare program participation requirements, various licensure and accreditation standards, reimbursement for patient services, health information privacy and security rules, and government healthcare program fraud and abuse provisions. Providers that are found to have violated any of these laws and regulations may be excluded from participating in government healthcare programs, subjected to loss or limitation of licenses to operate, subjected to significant fines or penalties and/or required to repay amounts received from the government for previously billed patient services.

Licensing, Certification and Accreditation

All of our facilities must comply with various federal, state and local licensing and certification regulations and undergo periodic inspection by licensing agencies to certify compliance with such regulations. The initial and continued licensure of our facilities and certification to participate in government healthcare programs depends upon many factors including various state licensure regulations relating to quality of care, environment of care, equipment, services, staff training, personnel and the existence of adequate policies, procedures and controls. Federal, state and local agencies survey our facilities on a regular basis to determine whether the facilities are in compliance with regulatory operating and health standards and conditions for participating in government healthcare programs.

Most of our inpatient and residential facilities maintain accreditation from private entities, such as The Joint Commission or the Commission on Accreditation of Rehabilitation Facilities ("CARF"). The Joint Commission and CARF are private organizations that have accreditation programs for a broad spectrum of healthcare facilities. The Joint Commission accredits a broad variety of healthcare organizations, including hospitals and behavioral health organizations. CARF accredits behavioral health organizations

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providing mental health and alcohol and drug use and addiction services, as well as opiate treatment programs, and many other types of healthcare programs. These accreditation programs are intended generally to improve the quality, safety, outcomes and value of healthcare services provided by accredited facilities. Certain federal and state licensing agencies as well as many government and private healthcare payment programs require that providers be accredited as a condition of licensure, certification or participation. Accreditation is typically granted for a specified period, ranging from one to three years, and renewals of accreditation generally require completion of a renewal application and an on-site renewal survey.

Certificates of Need

Many of the states in which we operate facilities have enacted certificate of need ("CON") laws that regulate the construction or expansion of certain healthcare facilities, certain capital expenditures or changes in services or bed capacity. Failure to obtain CON approval of certain activities can result in: our inability to complete an acquisition, expansion or replacement; the imposition of civil penalties; the inability to receive Medicare or Medicaid reimbursement; or the revocation of a facility's license, any of which could harm our business.

Audits

Our healthcare facilities are also subject to federal, state and commercial payor audits to validate the accuracy of claims submitted to government healthcare programs and commercial payors. If these audits identify overpayments, we could be required to make substantial repayments, subject to various appeal rights. Several of our facilities have undergone claims audits related to their receipt of payments during the last several years with no material overpayments identified. However, potential liability from future audits could ultimately exceed established reserves, and any excess could potentially be substantial. Further, Medicare and Medicaid regulations, as well as commercial payor contracts, also provide for withholding or suspending payments in certain circumstances, which could adversely affect our cash flow.

The Anti-Kickback Statute and Stark Law

The Anti-Kickback Statute prohibits healthcare providers and others from directly or indirectly soliciting, receiving, offering or paying any remuneration, in cash or in kind, as an inducement or reward for using, referring, ordering, recommending or arranging for referrals or orders of services or other items paid for by a government healthcare program. The Anti-Kickback Statute may be found to have been violated if at least one purpose of the remuneration is to induce or reward referrals. A provider is not required to have actual knowledge or specific intent to commit a violation of the Anti-Kickback Statute to be found guilty of violating the law.

The Office of Inspector General of the Department of Health and Human Services (the "OIG") has issued safe harbor regulations that protect certain types of common arrangements from prosecution or sanction under the Anti-Kickback Statute. The fact that conduct or a business arrangement does not fall within a safe harbor does not automatically render the conduct or business arrangement illegal under the Anti-Kickback Statute. However, conduct and business arrangements falling outside the safe harbors may lead to increased scrutiny by government enforcement authorities. In December of 2020, the OIG finalized revisions to the Anti-Kickback Statute safe harbors and created new safe harbors for value-based care that became effective January 19, 2021. The new regulations are intended to improve patient care and foster innovative care models by easing regulatory burdens to coordinated and value-based care.

Although management believes that our arrangements with physicians and other referral sources comply with current law and available interpretative guidance, as a practical matter it is not always possible to structure our arrangements so as to fall squarely within an available safe harbor. Where that is the case, we cannot guarantee that applicable regulatory authorities will determine these financial arrangements do not violate the Anti-Kickback Statute or other applicable laws, including state anti-kickback laws.

In addition to the Anti-Kickback Statute, the federal Physician Self-Referral Law, also known as the Stark Law, prohibits physicians from referring Medicare patients to healthcare entities with which they or any of their immediate family members have a financial relationship for the furnishing of any "designated health services" unless certain exceptions apply. A violation of the Stark Law may result in a denial of payment; required refunds to the Medicare program; imposition of statutory civil monetary penalties of up to $15,000 for each prohibited claim and up to $100,000 for circumvention schemes; exclusion from government healthcare programs; and liability under the False Claims Act. There are ownership and compensation arrangement exceptions for many customary financial arrangements between physicians and facilities, including the employment exception, personal services exception, lease exception and certain recruitment exceptions. The Centers for Medicaid and Medicare finalized revisions to the exceptions and created new exceptions for value-based care that became effective on January 19, 2021. As with the changes made to the Anti-Kickback Statute, the new Stark exceptions are intended to improve patient care and foster innovative care models by easing regulatory burdens to coordinated and value-based care.

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Management believes that our financial arrangements with physicians are structured to comply with the regulatory exceptions to the Stark Law. However, the Stark Law is a strict liability statute, meaning that no intent is required to violate the law, and even a technical violation may lead to significant penalties.

These laws and regulations are extremely complex and, in many cases, we do not have the benefit of regulatory or judicial interpretation. It is possible that different interpretations or enforcement of these laws and regulations could subject our current or past practices to allegations of impropriety or illegality or could require us to make changes in our arrangements relating to facilities, equipment, personnel, services, capital expenditure programs and operating expenses. A determination that we have violated one or more of these laws, or the public announcement that we are being investigated for possible violations of one or more of these laws, could have a material adverse effect on our business, financial condition or results of operations. In addition, we cannot predict whether other federal or state legislation or regulations will be adopted, what form such legislation or regulations may take or what their impact on us may be.

If we are deemed to have failed to comply with the Anti-Kickback Statute, the Stark Law or other applicable laws and regulations, we could be subjected to liabilities, including criminal penalties, civil penalties and exclusion of one or more facilities from participation in the government healthcare programs. The imposition of such penalties could have a material adverse effect on our business, financial condition or results of operations.

Eliminating Kickbacks in Recovery Act

The SUPPORT Act contains a number of provisions aimed at identifying at-risk individuals, increasing access to opioid abuse treatment, reducing overprescribing and promoting data sharing with the primary goal of reducing the use and abuse of opioids. Additionally, the SUPPORT Act attempts to address the problem of "patient brokering" in the context of addiction treatment facilities and sober living homes.

One section of the SUPPORT Act, the Eliminating Kickbacks in Recovery Act (the "EKRA"), makes it a federal crime to knowingly and willfully: (1) solicit or receive any remuneration in return for referring a patient to a recovery home, clinical treatment facility or laboratory; or (2) pay or offer any remuneration to induce such a referral or in exchange for an individual using the services of a recovery home, clinical treatment facility, or laboratory. Each conviction under the EKRA is punishable by up to $200,000 in monetary damages, imprisonment for up to ten (10) years, or both. Unlike the Anti-Kickback Statutes, the EKRA is not limited to services reimbursable under a government healthcare program. The EKRA also contains exceptions similar to the Anti-Kickback Statute safe harbors, but those exceptions are more narrow than the Anti-Kickback Statute safe harbors such that practices that would be permissible under the Anti-Kickback Statute may violate the EKRA.

Federal False Claims Act and Other Fraud and Abuse Provisions

The federal False Claims Act provides the government a tool to pursue healthcare providers for submitting false claims or requests for payment for healthcare items or services. Under the False Claims Act, the government may fine any person or entity that, among other things, knowingly submits, or causes the submission of, false or fraudulent claims for payment to the federal government or knowingly and improperly avoids or decreases an obligation to pay money to the federal government. The federal government has widely used the False Claims Act to prosecute Medicare and other federal healthcare program fraud such as coding errors, billing for services not provided, submitting false cost reports and providing care that is not medically necessary or that is substandard in quality. Claims for services or items rendered in violation of the Anti-Kickback Statute or the Stark Law can provide a basis for liability under the False Claims Act as well. The False Claims Act is also implicated by the knowing failure to report and return an overpayment within 60 days of identifying the overpayment or by the date a corresponding cost report is due, whichever is later.

Violations of the False Claims Act are punishable by significant penalties totaling $12,537 to $25,076 for each fraudulent claim plus three times the amount of damages sustained by the government. In addition, under the qui tam, or whistleblower, provisions of the False Claims Act, private parties may bring actions under the False Claims Act on behalf of the federal government. These private parties, known as relators, are entitled to share in any amounts recovered by the government, and, as a result, whistleblower lawsuits have increased significantly in recent years. Many states have similar false claims statutes that impose liability for the types of acts prohibited by the False Claims Act or that otherwise prohibit the submission of false or fraudulent claims to the state government or Medicaid program.

In addition to the False Claims Act, the federal government may use several criminal laws, such as the federal mail fraud, wire fraud or health care fraud statutes, to prosecute the submission of false or fraudulent claims for payment to the federal government. Most states have also adopted generally applicable insurance fraud statutes and regulations that prohibit healthcare providers from submitting inaccurate, incorrect or misleading claims to private insurance companies. Management believes our healthcare facilities have implemented appropriate safeguards and procedures to complete claim forms and requests for payment in an accurate manner and to operate in compliance with applicable laws. However, the possibility of billing or other errors can never be completely

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eliminated, and we cannot guarantee that the government or a qui tam plaintiff, upon audit or review, would not take the position that billing or other errors, should they occur, are violations of the False Claims Act.

HIPAA Administrative Simplification and Privacy and Security Requirements

The administrative simplification provisions of the Health Insurance Portability and Accountability Act ("HIPAA"), as amended by the Health Information Technology for Economic and Clinical Health Act ("HITECH"), require the use of uniform electronic data transmission standards for healthcare claims and payment transactions submitted or received electronically. These provisions are intended to encourage electronic commerce in the healthcare industry. HIPAA also established federal rules protecting the privacy and security of individually identifiable protected health information ("PHI"). The privacy and security regulations control the use and disclosure of PHI and the rights of patients to be informed about and control how such PHI is used and disclosed. Violations of HIPAA can result in both criminal and civil fines and penalties.

The HIPAA security regulations require healthcare providers to implement administrative, physical and technical safeguards to protect the confidentiality, integrity and availability of PHI. HITECH has strengthened certain HIPAA rules regarding the use and disclosure of PHI, extended certain HIPAA provisions to business associates and created security breach notification requirements including notifications to the individuals affected by the breach, the Department of Health and Human Services, and in certain cases, the media. HITECH has also increased maximum penalties for violations of HIPAA privacy rules. Management believes that we have been in material compliance with the HIPAA regulations and have developed our policies and procedures to ensure ongoing compliance, although we cannot guarantee that our facilities will not be subject to security incidents or breaches which could have a material adverse effect on our business, financial condition or results of operations.

The Emergency Medical Treatment & Labor Act

The Emergency Medical Treatment & Labor Act ("EMTALA") is intended to ensure public access to emergency services regardless of ability to pay. Section 1867 of the Social Security Act imposes specific obligations on Medicare-participating hospitals that offer emergency services to provide a medical screening examination when a request is made for examination or treatment for an emergency medical condition regardless of an individual's ability to pay. Hospitals are then required to provide stabilizing treatment for patients with emergency medical conditions. If a hospital is unable to stabilize a patient within its capability, or if the patient requests, an appropriate transfer must be implemented. EMTALA imposes additional obligations on hospitals with specialized capabilities, such as ours, to accept the transfer of patients in need of such specialized capabilities if those patients present in the emergency room of a hospital that does not possess the specialized capabilities.

Mental Health Parity Legislation

The MHPAEA was signed into law in October 2008 and requires health insurance plans that offer mental health and addiction coverage to provide that coverage on par with financial and treatment coverage offered for other illnesses. The MHPAEA has some limitations because health plans that do not already cover mental health treatments are not required to do so, and health plans are not required to provide coverage for every mental health condition published in the Diagnostic and Statistical Manual of Mental Disorders by the American Psychiatric Association. The MHPAEA also contains a cost exemption which operates to exempt a group health plan from the MHPAEA's requirements if compliance with the MHPAEA becomes too costly.

On December 13, 2016, then President Obama signed the 21st Century Cures Act. The 21st Century Cures Act appropriated substantial resources for the treatment of behavioral health and substance abuse disorders and contained measures intended to strengthen the MHPAEA.

CARES Act and Other Regulatory Developments

On March 27, 2020, the Coronavirus Aid, Relief and Economic Security Act (the "CARES Act") was signed into law. The CARES Act is intended to provide over $2 trillion in stimulus benefits for the U.S. economy. Among other things, the CARES Act includes additional support for small businesses, expands unemployment benefits, makes forgivable loans available to small businesses, provides for certain federal income tax changes, and provides $500 billion for loans, loan guarantees, and other investments for or in U.S. businesses.

In addition, the CARES Act contains a number of provisions that are intended to assist healthcare providers as they combat the effects of the COVID-19 pandemic. Those provisions include, among others:

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- an appropriation to the Public Health and Social Services Emergency Fund ("PHSSE Fund"), also known as the Provider Relief Fund, to reimburse, through grants or other mechanisms, eligible healthcare providers and other approved entities for COVID-19-related expenses or lost revenue;
- the expansion of CMS' Accelerated and Advance Payment Program;
- the temporary suspension of Medicare sequestration from May 1, 2020 to March 31, 2022; and
- waivers or temporary suspension of certain regulatory requirements.

The U.S. government initially announced it would offer $100 billion of relief to eligible healthcare providers through the PHSSE Fund. On April 24, 2020, then President Trump signed into law the PPP Act. Among other things, the PPP Act allocates $75 billion to eligible healthcare providers to help offset COVID-19 related losses and expenses. The $75 billion allocated under the PPP Act is in addition to the $100 billion allocated to healthcare providers for the same purposes in the CARES Act and has been disbursed to providers under terms and conditions similar to the CARES Act funds. We received approximately $19.7 million of the initial PHSSE funds distributed in April 2020. We received approximately $12.8 million of additional PHSSE funds in August 2020. In April 2021, we received $24.2 million of additional funds from the PHSSE Fund. We continue to evaluate our compliance with the terms and conditions to, and the financial impact of, these additional funds received.

During the fourth quarter of 2020, we recorded $32.8 million of income from provider relief fund in the consolidated statements of operations related to $34.9 million of PHSSE funds received from April through December 2020. Our recognition of this income was based on revised guidance in the Consolidated Appropriations Act, 2021 (the "CAA") enacted in December 2020. During the fourth quarter of 2021, we recorded $17.9 million of income from provider relief fund on the consolidated statement of operations related to the PHSSE funds received in 2021.

Using existing authority and certain expanded authority under the CARES Act, U.S. Department of Health and Human Services ("HHS") expanded CMS' Accelerated and Advance Payment Program to a broader group of Medicare Part A and Part B providers for the duration of the COVID-19 pandemic. Under the program, our facilities were eligible to request up to 100% of their Medicare payment amount for a three-month period. Under the original terms of the program, the repayment of these accelerated/advanced payments would have begun 120 days after the date of the issuance of the payment and the amounts advanced to our facilities would have been recouped from new Medicare claims as a 100% offset. Our facilities would have had 210 days from the date the accelerated or advance payment was made to repay the amounts that they owe.

On October 1, 2020, Congress amended the terms of the Accelerated and Advance Payment Program to extend the term of the loan and adjust the repayment process. Under the new terms of the program, all providers will have 29 months from the date of their first program payment to repay the full amount of the accelerated or advance payments they have received. The revised terms extend the period before repayment begins from 210 days to one year from the date that payment under the program was received. Once the repayment period begins, the offset will be limited to 25% of new claims during the first 11 months of repayment and 50% of new claims during the final 6 months. The revised program terms also lower the interest rate on outstanding amounts due at the end of the repayment period from 10% to 4%. We applied for and received approximately $45 million in April 2020 from this program. We repaid approximately $25 million of the $45 million of advance payments during 2021 via recoupment from our new Medicare claims and will continue to repay the remaining balance throughout 2022.

Also under the CARES Act, we received a 2% increase in our facilities' Medicare reimbursement rate as a result of the temporary suspension of Medicare sequestration from May 1, 2020 to March 31, 2022.

The CARES Act also provides for certain federal income and other tax changes, including an increase in the interest expense tax deduction limitation and bonus depreciation of qualified improvement property. Furthermore, under the CARES Act, (i) for taxable years beginning before 2021, net operating loss ("NOL") carryforwards and carrybacks may offset 100% of taxable income and (ii) NOLs arising in 2018, 2019 and 2020 taxable years may be carried back to each of the preceding five years to generate a refund. As a result, in 2019 and 2020 we received a benefit, in the form of refunds and lower future tax payments, of $51.6 million, consisting of $22.8 million related to interest expense, $20.5 million related to qualified improvement property legislation, and an $8.3 million permanent benefit due to the loss being able to be carried back at a 35% tax rate to offset income in tax years prior to 2018 (21% for tax years after 2017). We also received a cash benefit of approximately $39 million for 2020 relating to the delay of payment of the employer portion of Social Security payroll taxes, as enacted by the CARES Act. Additionally, we repaid half of the $39 million of payroll tax deferrals during the third quarter of 2021 and expect to repay the remaining portion in the second half of 2022.

In addition to the financial and other relief that has been provided by the federal government through the CARES Act and other legislation passed by Congress, CMS and many state governments have also issued waivers and temporary suspensions of healthcare facility licensure, certification, and reimbursement requirements in order to provide hospitals, physicians, and other healthcare

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providers with increased flexibility to meet the challenges presented by the COVID-19 pandemic. For example, CMS and many state governments have temporarily eased regulatory requirements and burdens for delivering and being reimbursed for healthcare services provided remotely through telemedicine. CMS has also temporarily waived many provisions of the Stark law, including many of the provisions affecting our relationships with physicians. Many states have also suspended the enforcement of certain regulatory requirements to ensure that healthcare providers have sufficient capacity to treat COVID-19 patients. These regulatory changes are temporary, with most slated to expire at the end of the declared COVID-19 public health emergency.

We are continuing to evaluate the terms and conditions and financial impact of funds received under the CARES Act and other government relief programs.

Corporate Integrity Agreement

During the second quarter of 2019, we entered into a corporate integrity agreement (the "CIA") with the OIG imposing certain compliance obligations on us and our subsidiary, CRC Health. For further discussion of the background of this matter and the CIA, see "Item 1A. Risk Factors— We could be subject to monetary penalties and other sanctions, including exclusion from federal healthcare programs, if we fail to comply with the terms of the CIA"

Risk Management and Insurance

The healthcare industry in general continues to experience an increase in the frequency and severity of litigation and claims. As is typical in the healthcare industry, we are subject to claims that our services have resulted in injury to our patients or clients or other adverse effects. In addition, resident, visitor and employee injuries also subject us to the risk of litigation. While management believes that quality care is provided to patients and clients in our facilities and that we substantially comply with all applicable regulatory requirements, an adverse determination in a legal proceeding or government investigation could have a material adverse effect on our business, financial condition or results of operations.

Our statutory workers' compensation program is fully insured with a $0.5 million deductible per accident. A portion of our professional liability risks are insured through a wholly-owned insurance subsidiary. We are self-insured for professional liability claims up to $3 million per claim through August 31, 2021 and $10.0 million thereafter, and have obtained reinsurance coverage from a third party to cover claims in excess of the retention limit. The reinsurance policy has a coverage limit of $60.0 million in the aggregate. Our reinsurance receivables are recognized consistent with the related liabilities and include known claims and any incurred but not reported claims that are covered by current insurance policies in place.

Environmental Matters

We are subject to various federal, state and local environmental laws that: (i) regulate certain activities and operations that may have environmental or health and safety effects, such as the handling, storage, transportation, treatment and disposal of medical waste products generated at our facilities, the identification and warning of the presence of asbestos-containing materials in buildings, as well as the removal of such materials, the presence of other hazardous substances in the indoor environment and protection of the environment and natural resources in connection with the development or construction of our facilities; (ii) impose liability for costs of cleaning up, and damages to natural resources from, past spills, waste disposals on and off-site, or other releases of hazardous materials or regulated substances; and (iii) regulate workplace safety. Some of our facilities generate infectious or other hazardous medical waste due to the illness or physical condition of our patients. The management of infectious medical waste is subject to regulation under various federal, state and local environmental laws, which establish management requirements for such waste. These requirements include record-keeping, notice and reporting obligations. Each of our facilities has an agreement with a waste management company for the disposal of medical waste. The use of such companies, however, does not completely protect us from violations of medical waste laws or from related third-party claims for clean-up costs.

From time to time, our operations have resulted in, or may result in, non-compliance with, or liability pursuant to, environmental or health and safety laws or regulations. Management believes that our operations are generally in compliance with environmental and health and safety regulatory requirements or that any non-compliance will not result in a material liability or cost to achieve compliance. Historically, the costs of achieving and maintaining compliance with environmental laws and regulations at our facilities have not been material. However, we cannot assure you that future costs and expenses required for us to comply with any new or changes in existing environmental and health and safety laws and regulations or new or discovered environmental conditions will not have a material adverse effect on our business, financial condition or results of operations.

We have not been notified of and management is otherwise currently not aware of any contamination at our currently or formerly operated facilities that could result in material liability or cost to us under environmental laws or regulations for the investigation and remediation of such contamination, and we currently are not undertaking any remediation or investigation activities in connection with any such contamination conditions. There may, however, be environmental conditions currently unknown to us

relating to our prior, existing or future sites or operations or those of predecessor companies whose liabilities we may have assumed or acquired which could have a material adverse effect on our business.

New laws, regulations or policies or changes in existing laws, regulations or policies or their enforcement, future spills or accidents or the discovery of currently unknown conditions or non-compliances may give rise to investigation and remediation liabilities, compliance costs, fines and penalties, or liability and claims for alleged personal injury or property damage due to substances or materials used in our operations, any of which may have a material adverse effect on our business, financial condition or results of operations.

Competition

The healthcare industry is highly competitive. Our principal competitors include other behavioral healthcare service companies, including Universal Health Services, Inc. (NYSE: UHS) and other hospitals and general healthcare facilities that provide mental health services. An important part of our business strategy is to continue making targeted acquisitions of other behavioral health facilities. However, reduced capacity, the passage of mental health parity legislation and increased demand for mental health services are likely to attract other potential buyers, including diversified healthcare companies, other pure-play behavioral healthcare companies and private equity firms.

In addition to the competition we face for acquisitions, we must also compete for patients. Patients are referred to our behavioral healthcare facilities through a number of different sources, including healthcare practitioners, public programs, other treatment facilities, managed care organizations, unions, emergency departments, judicial officials, social workers, police departments and word of mouth from previously treated patients and their families, among others. These referral sources may instead refer patients to hospitals that are able to provide a full suite of medical services or to other behavioral healthcare centers.

Human Capital

At December 31, 2021, we had approximately 22,500 employees, of which 15,900 were employed full-time. At December 31, 2021, labor unions represented approximately 462 of our employees at two of our facilities through six collective bargaining agreements. Organizing activities by labor unions and certain potential changes in federal labor laws and regulations could increase the likelihood of employee unionization in the future.

Typically, our inpatient facilities are staffed by a chief executive officer, medical director, director of nursing, chief financial officer, clinical director and director of performance improvement. Psychiatrists and other physicians working in our facilities are licensed medical professionals who are generally not employed by us and work in our facilities as independent contractors or medical staff members.

Diversity and Inclusion

We are committed to maintaining a welcoming and inclusive environment that treats everyone with dignity and respect. Approximately 74% of our employees are women and approximately 47% are people of color. We have policies that strictly prohibit any discrimination on the basis of race, color, national origin, age, religion, disability, gender, marital status, veteran status or any other basis prohibited by federal, state or local law.

Talent Acquisition, Development and Retention

Our success is dependent on our ability to attract, develop and retain talented, dedicated employees. We are committed to being an employer of choice and offer a compelling total rewards program. In addition to base salaries, we offer our employees a full spectrum of benefits, including medical, dental, vision and disability plans, health savings and flexible spending accounts, a 401(k) retirement savings plan that includes a matching contribution, paid time off and employee assistance programs. We also conduct comprehensive employee satisfaction surveys to assess and ensure that we are responsive to the desires and concerns of our employees.

Health and Safety

We are committed to providing care to our patients in a safe, therapeutic environment. In furtherance of this commitment, we provide our employees with access to a variety of workplace safety training programs and continually evaluate our policies promoting patient safety and employee wellbeing. In response to the COVID-19 pandemic, we implemented numerous changes to our policies and procedures to ensure the health of our patients, employees, contractors and communities, including instituting social distancing practices and protective measures throughout our facilities, which included restricting or suspending visitor access, screening patients

and staff who enter our facilities based on criteria established by the CDC and local health officials, and testing and isolating patients when warranted.

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Seasonality of Demand for Services

Our residential recovery and other inpatient facilities typically experience lower patient volumes and revenue during the holidays, and our child and adolescent facilities typically experience lower patient volumes and revenue during the summer months, holidays and other periods when school is out of session.

Available Information

Our Internet website address is www.acadiahealthcare.com. We make available our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and all amendments to those reports free of charge on our website on the Investors webpage under the caption “SEC Filings” as soon as reasonably practicable after such material is electronically filed with, or furnished to, the SEC. Our website and the information contained therein or linked thereto are not intended to be incorporated into this Annual Report on Form 10-K.

Item 1A. Risk Factors

Risk Factors Summary

We are subject to a variety of risks and uncertainties, including risks related to the COVID-19 global pandemic, financial risks, operational risks, human capital risks, legal proceedings and regulatory risks and certain general risks, which could have a material adverse effect on our business, financial condition, results of operations and cash flows. Risks that we deem material are described under “Risk Factors” below and include, but are not limited to, the following:

COVID-19 Risks

- The COVID-19 global pandemic continues to impact our operations, business and financial condition, and our liquidity could be negatively impacted, particularly if the U.S. economy remains unstable for a significant amount of time or if patient volumes decline at our facilities.
- There remains uncertainty regarding the impact of the CARES Act and other existing or future stimulus legislation, if any. There can be no assurance as to the total amount of financial assistance or types of assistance we will receive or that we will be able to comply with the applicable terms and conditions to retain such assistance.
- An increase in uninsured or underinsured patients or the deterioration in the collectability of patient accounts receivables could harm our results of operation.

Financial Risks

- Our revenue and results of operations are significantly affected by payments received from the government and third-party payors.
- Our substantial debt could adversely affect our financial health and prevent us from fulfilling our obligations under our financing arrangements.
- Servicing our debt will require a significant amount of cash. Our ability to generate sufficient cash to service our debt depends on many factors beyond our control.
- We are subject to a number of restrictive covenants, which may restrict our business and financing activities.
- Despite our current debt level, we may incur significant additional amounts of debt, which could further exacerbate the risks associated with our substantial debt.
- If we default on our obligations to pay our debt, we may not be able to make payments on our financing arrangements.
- The industry trend on value-based purchasing may negatively impact our revenue.

Operational Risks

- An incident involving one or more of our patients or the failure by one or more of our facilities to provide appropriate care could result in increased regulatory burdens, governmental investigations, negative publicity and adversely affect the trading price of our common stock.
- Our business growth and acquisition strategies expose us to a variety of operational and financial risks.
- Joint ventures may use significant resources, may be unsuccessful and could expose us to unforeseen liabilities.
- We care for a large number of vulnerable individuals with complex needs and any care quality deficiencies could adversely impact our brand, reputation and ability to market our services effectively.
- Our business could be disrupted if our information systems fail or if our databases are destroyed or damaged.
- A disruption to our information technology systems or a cyber security incident could have a material adverse impact on the Company, including substantial sanctions, fines, and damages and civil and criminal penalties under federal and state privacy laws, in addition to reputational harm and increased costs.
- Although we have facilities in 40 states and Puerto Rico, we have substantial operations in Pennsylvania, California, Arizona and Tennessee, which makes us especially sensitive to regulatory, economic, environmental and competitive conditions and changes in those locations.
- If we fail to cultivate new or maintain established relationships with referral sources, our business, financial condition or results of operations could be adversely affected.
- We operate in a highly competitive industry, and competition may lead to declines in patient volumes.

Human Capital Risks

- Our facilities face competition for staffing that may increase our labor costs and reduce our profitability.
- Our performance depends on our ability to recruit and retain quality psychiatrists and other physicians.

Legal Proceedings and Regulatory Risks

- We are and in the future could become the subject of additional governmental investigations, regulatory actions and whistleblower lawsuits.
- We could be subject to monetary penalties and other sanctions, including exclusion from federal healthcare programs, if we fail to comply with the terms of the CIA.
- We are and in the future may become involved in legal proceedings based on negligence or breach of a contractual or statutory duty from service users or their family members or from employees or former employees.
- If we fail to comply with extensive laws and government regulations, we could suffer penalties or be required to make significant changes to our operations.
- We could face risks associated with, or arising out of, environmental, health and safety laws and regulations.

General Risk Factors

- Fluctuations in our operating results, quarter to quarter earnings and other factors, including factors outside our control, may result in significant decreases in the price of our common stock.
- Future sales of common stock by our existing stockholders may cause our stock price to fall.
- If securities or industry analysts do not publish research or reports about our business, if they were to change their recommendations regarding our stock adversely or if our operating results do not meet their expectations, our stock price and trading volume could decline.
- We incur substantial costs as a result of being a public company.

Risk Factors

Any of the following risks could materially and adversely affect our business, financial condition or results of operations. These risks should be carefully considered before making an investment decision regarding us. The risks and uncertainties described below are not the only ones we face and there may be additional risks that we are not presently aware of or that we currently consider not likely to have a significant impact. If any of the following risks actually occur, our business, financial condition and operating results could suffer, and the trading price of our common stock could decline.

COVID-19 Risks

The COVID-19 global pandemic continues to impact our operations, business and financial condition, and our liquidity could be negatively impacted, particularly if the U.S. economy remains unstable for a significant amount of time or if patient volumes decline at our facilities.

The global pandemic of COVID-19 is affecting our facilities, employees, patients, communities, business operations and financial performance, as well as the broader U.S. economy and financial markets. During 2020 and 2021, COVID-19 resulted in fewer referrals to our facilities and lower voluntary admissions as individuals were less inclined to leave their homes and seek treatment. When employees and/or patients at a facility are infected with COVID-19, there is a risk that the virus will spread to others at the facility and impact the operations of such facility. In response to the enactment of federal and state mandates requiring that all healthcare workers be vaccinated for COVID-19 or qualify for an approved exemption, staff at our facilities could resign from employment. COVID-19 is continuing to evolve and its full impact remains unknown and difficult to predict; however, it has adversely affected our business operations in 2020 and 2021 and could negatively impact our financial performance for 2022 or longer.

We could experience supply chain disruptions and significant price increases in equipment, pharmaceuticals and medical supplies, particularly PPE. Pandemic-related staffing difficulties and equipment, pharmaceutical and medical supplies shortages may impact our ability to treat patients at our facilities. Such shortages could lead to us paying higher prices for supplies, equipment and labor and an increase in overtime hours paid to our employees.

The steps we have taken to mitigate the financial impact of COVID-19, see “Item 1. Business — COVID -19 Impact,” may not be successful, and we could experience material decreases in Adjusted EBITDA in 2022 or longer. In addition, we may need to take further steps to mitigate the financial impact of COVID-19, which actions could adversely affect our financial condition and results of operations.

Broad economic factors resulting from COVID-19, including high unemployment rates and reduced consumer spending, could also negatively affect our payor mix, increase the relative proportion of lower margin services we provide and reduce patient volumes, as well as diminish our ability to collect outstanding receivables. Business closings and layoffs in the areas in which we operate may lead to increases in the uninsured and underinsured populations and adversely affect demand for our services, as well as the ability of patients and other payors to pay for services as rendered. Any increase in the amount or deterioration in the collectability of patient accounts receivable will adversely affect our cash flows and results of operations, requiring an increased level of working capital. If general economic conditions continue to deteriorate or remain uncertain for an extended period of time, our liquidity and ability to repay our outstanding debt may be adversely affected.

In addition, our results and financial condition may be further adversely affected by future federal or state laws, regulations, orders, or other governmental or regulatory actions addressing the current COVID-19 pandemic or the U.S. healthcare system, which, if adopted, could result in direct or indirect restrictions to our business. We may also be subject to negative press and/or lawsuits from patients, employees and others exposed to COVID-19 at our facilities. Such actions may involve large demands, as well as substantial costs to resolve. Our professional and general liability insurance may not cover all claims against us.

In addition, we may not be able to pursue organic growth initiatives and/or acquisition and joint venture opportunities previously planned or expected for our business.

The foregoing and other continued disruptions to our business as a result of the COVID-19 pandemic have impacted our business and may have a material adverse effect on our business, results of operations, financial condition, cash flows and our ability to service our indebtedness. Additionally, the COVID-19 pandemic (including governmental responses, broad economic impacts and market disruptions) has heightened the materiality of certain other risk factors described herein.

There is uncertainty regarding the impact of the CARES Act and other existing or future stimulus legislation, if any. There can be no assurance as to the total amount of financial assistance or types of assistance we will receive or that we will be able to comply with the applicable terms and conditions to retain such assistance.

The CARES Act is a $2 trillion economic stimulus package signed into law on March 27, 2020, in response to the COVID-19 pandemic. As part of the CARES Act, the U.S. government announced it would offer $100 billion of relief to eligible healthcare

providers through the PHSSE Fund. On April 24, 2020, then President Trump signed into law the PPP Act. Among other things, the PPP Act allocates $75 billion to eligible healthcare providers to help offset COVID-19 related losses and expenses. The $75 billion allocated under the PPP Act is in addition to the $100 billion allocated to healthcare providers for the same purposes in the CARES Act and has been disbursed to providers under terms and conditions similar to the CARES Act funds. We received approximately $19.7 million of the initial funds distributed from the PHSSE Fund in April 2020. We received an additional $12.8 million of PHSSE funds in August 2020. In April 2021, we received $24.2 million of additional funds from the PHSSE Fund. We continue to evaluate our compliance with the terms and conditions to, and the financial impact of, these additional funds received.

During the second quarter of 2020, we recorded $18.1 million of income from provider relief fund in the consolidated statement of operations related to $19.7 million received from the PHSSE Fund during the quarter. This was subsequently reversed during the third quarter of 2020. During the fourth quarter of 2020, we recorded $32.8 million of income from provider relief fund in the consolidated statement of operations related to $34.9 million received from the PHSSE Fund from April through December 2020. Our recognition of this income was based on revised guidance in the CAA enacted in December 2020. During the fourth quarter of 2021, we recorded $17.9 million of income from provider relief fund on the consolidated statement of operations related to the PHSSE funds received in 2021.

Using existing authority and certain expanded authority under the CARES Act, HHS expanded CMS' Accelerated and Advance Payment Program to a broader group of Medicare Part A and Part B providers for the duration of the COVID-19 pandemic. Under the program, certain of our facilities were eligible to request up to 100% of their Medicare payment amount for a three-month period. Under the original terms of the program, the repayment of these accelerated/advanced payments would have begun 120 days after the date of the issuance of the payment and the amounts advanced to our facilities would have been recouped from new Medicare claims as a 100% offset. Our facilities would have had 210 days from the date the accelerated or advance payment was made to repay the amounts that they owe.

On October 1, 2020, Congress amended the terms of the Accelerated and Advance Payment Program to extend the term of the loan and adjust the repayment process. Under the new terms of the program, all providers will have 29 months from the date of their first program payment to repay the full amount of the accelerated or advance payments they have received. The revised terms extend the period before repayment begins from 210 days to one year from the date that payment under the program was received. Once the repayment period begins, the offset is limited to 25% of new claims during the first 11 months of repayment and 50% of new claims during the final 6 months. The revised program terms also lower the interest rate on outstanding amounts due at the end of the repayment period from 10% to 4%. We applied for and received approximately $45 million in April 2020 from this program. We repaid approximately $25 million of the $45 million of advance payments during 2021, via recoupment from our new Medicare claims and will continue to repay the remaining balance throughout 2022.

Under the CARES Act, we also received a 2% increase in our facilities' Medicare reimbursement rate as a result of the temporary suspension of Medicare sequestration from May 1, 2020 to March 31, 2022.

The CARES Act also provides for certain federal income and other tax changes, including an increase in the interest expense tax deduction limitation and bonus depreciation of qualified improvement property. Furthermore, under the CARES Act, (i) for taxable years beginning before 2021, NOL carryforwards and carrybacks may offset 100% of taxable income and (ii) NOLs arising in 2018, 2019 and 2020 taxable years may be carried back to each of the preceding five years to generate a refund. As a result, in 2019 and 2020 we received a benefit, in the form of refunds and lower future tax payments, of $51.6 million, consisting of $22.8 million related to interest expense, $20.5 million related to qualified improvement property legislation, and an $8.3 million permanent benefit due to the loss being able to be carried back at a 35% tax rate to offset income in tax years prior to 2018 (21% for tax years after 2017). We also received a cash benefit of approximately $39 million for 2020 relating to the delay of payment of the employer portion of Social Security payroll taxes, as enacted by the CARES Act. Additionally, we repaid half of the $39 million of payroll tax deferrals during the third quarter of 2021 and expect to repay the remaining portion in the second half of 2022.

In addition to the financial and other relief that has been provided by the federal government through the CARES Act and other legislation passed by Congress, CMS and many state governments have also issued waivers and temporary suspensions of healthcare facility licensure, certification, and reimbursement requirements in order to provide hospitals, physicians, and other healthcare providers with increased flexibility to meet the challenges presented by the COVID-19 pandemic. For example, CMS and many state governments have temporarily eased regulatory requirements and burdens for delivering and being reimbursed for healthcare services provided remotely through telemedicine. CMS has also temporarily waived many provisions of the Stark law, including many of the provisions affecting our relationships with physicians. Many states have also suspended the enforcement of certain regulatory requirements to ensure that healthcare providers have sufficient capacity to treat COVID-19 patients. These regulatory changes are temporary, with most slated to expire at the end of the declared COVID-19 public health emergency.

We are continuing to evaluate the terms and conditions and financial impact of funds received under the CARES Act and other government relief programs.

An increase in uninsured or underinsured patients or the deterioration in the collectability of patient accounts receivables could harm our results of operation.

Collection of receivables from third-party payors and patients is critical to our operating performance. Our primary collection risks relate to uninsured patients and the portion of the bill that is the patient's responsibility, which primarily includes co-payments and deductibles. We determine the transaction price based on established billing rates reduced by contractual adjustments provided to third-party payors, discounts provided to uninsured patients and implicit price concessions. Contractual adjustments and discounts are based on contractual agreements, discount policies and historical experience. Implicit price concessions are based on historical collection experience. At December 31, 2021, our estimated implicit price concessions represented approximately 15% of our accounts receivable balance as of such date.

Significant changes in business office operations, payor mix, economic conditions or trends in federal and state governmental health coverage could affect our collection of accounts receivable, cash flow and results of operations. If we experience unexpected increases in the growth of uninsured and underinsured patients or in bad debt expenses, our results of operations will be harmed.

Financial Risks

Our revenue and results of operations are significantly affected by payments received from the government and third-party payors.

A significant portion of our revenue is derived from government healthcare programs. For the year ended December 31, 2021, we derived approximately 65% of our continuing operations revenue from the Medicare and Medicaid programs.

Government payors in the U.S., such as Medicaid, generally reimburse us on a fee-for-service basis based on predetermined reimbursement rate schedules. As a result, we are limited in the amount we can record as revenue for our services from these government programs, and if we have a cost increase, we typically will not be able to recover this increase. In addition, the federal government and many state governments, are operating under significant budgetary pressures, and they may seek to reduce payments under their Medicaid programs for services such as those we provide. Government payors also tend to pay on a slower schedule. In addition to limiting the amounts they will pay for the services we provide their members, government payors may, among other things, impose prior authorization and concurrent utilization review programs that may further limit the services for which they will pay and shift patients to lower levels of care and reimbursement. Therefore, if governmental entities reduce the amounts they will pay for our services, if they elect not to continue paying for such services altogether, or if there is a significant contraction of the number of individuals covered by state Medicaid programs, our business, financial condition or results of operations could be adversely affected. In addition, if governmental entities slow their payment cycles further, our cash flow from operations could be negatively affected.

Commercial payors such as managed care organizations, private health insurance programs and labor unions generally reimburse us for the services rendered to insured patients based upon contractually determined rates. These commercial payors are under significant pressure to control healthcare costs. In addition to limiting the amounts they will pay for the services we provide their members, commercial payors may, among other things, impose prior authorization and concurrent utilization review programs that may further limit the services for which they will pay and shift patients to lower levels of care and reimbursement. These actions may reduce the amount of revenue we derive from commercial payors.

Changes in these government programs in recent years have resulted in limitations on reimbursement and, in some cases, reduced levels of reimbursement for healthcare services. Payments from federal and state government healthcare programs are subject to statutory and regulatory changes, administrative rulings, interpretations and determinations, requirements for utilization review, and federal and state funding restrictions, all of which could materially increase or decrease program payments, as well as affect the cost of providing service to patients and the timing of payments to facilities. We are unable to predict the effect of recent and future policy changes on our operations. In addition, since most states operate with balanced budgets and since the Medicaid program is often a state's largest program, some states can be expected to enact or consider enacting legislation formulated to reduce their Medicaid expenditures. If the rates paid or the scope of services covered by government payors are reduced, there could be a material adverse effect on our business, financial condition and results of operations.

In addition to changes in government reimbursement programs, our ability to negotiate favorable contracts with private payors, including managed care providers, significantly affects the financial condition and operating results of our facilities. Management expects third-party payors to aggressively manage reimbursement levels and cost controls. Reductions in reimbursement amounts received from third-party payors could have a material adverse effect on our business, financial condition and results of operations.

Our substantial debt could adversely affect our financial health and prevent us from fulfilling our obligations under our financing arrangements.

At December 31, 2021, we had approximately $1.5 billion of total debt (net of debt issuance costs, discounts and premiums of $14.8 million), which included approximately $587.0 million of debt under the New Credit Facility, $450.0 million of debt under the 5.500% Senior Notes and $475.0 million of debt under the 5.000% Senior Notes. See "Item 1. Business—Financing Transactions" for additional details regarding our outstanding indebtedness.

Our substantial debt could have important consequences to our business. For example, it could:

- increase our vulnerability to general adverse economic and industry conditions;
- make it more difficult for us to satisfy our other financial obligations;
- restrict us from making strategic acquisitions or cause us to make non-strategic divestitures;
- require us to dedicate a substantial portion of our cash flow from operations to payments on our debt (including scheduled repayments on our outstanding term loan borrowings under the New Credit Facility), thereby reducing the availability of our cash flow to fund working capital, capital expenditures and other general corporate purposes;
- expose us to interest rate fluctuations because the interest on the New Credit Facility is imposed at variable rates;
- make it more difficult for us to satisfy our obligations to our lenders, resulting in possible defaults on and acceleration of such debt;
- limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate;
- place us at a competitive disadvantage compared to our competitors that have less debt;
- limit our ability to borrow additional funds; and
- limit our ability to pay dividends, redeem stock or make other distributions.

In addition, the terms of our financing arrangements contain restrictive covenants that limit our ability to engage in activities that may be in our long-term best interests. Our failure to comply with those covenants could result in an event of default which, if not cured or waived, could result in the acceleration of all of our debts, including the New Credit Facility and the Senior Notes.

Servicing our debt will require a significant amount of cash. Our ability to generate sufficient cash to service our debt depends on many factors beyond our control.

Our ability to make payments on and to refinance our debt, to fund planned capital expenditures and to maintain sufficient working capital will depend on our ability to generate cash in the future. This, to a certain extent, is subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control.

We cannot assure you that our business will generate sufficient cash flow from operations or that future borrowings will be available to us under the New Credit Facility or from other sources in an amount sufficient to enable us to service our debt or to fund our other liquidity needs. If our cash flow and capital resources are insufficient to allow us to make scheduled payments on our debt, we may need to reduce or delay capital expenditures, sell assets, seek additional capital or restructure or refinance all or a portion of our debt on or before the maturity thereof, any of which could have a material adverse effect on our business, financial condition or results of operations. We cannot assure you that we will be able to refinance any of our debt on commercially reasonable terms or at all, or that the terms of that debt will allow any of the above alternative measures or that these measures would satisfy our scheduled debt service obligations. If we are unable to generate sufficient cash flow to repay or refinance our debt on favorable terms, it could significantly adversely affect our financial condition and the value of our outstanding debt. Our ability to restructure or refinance our debt will depend on the condition of the capital markets and our financial condition. Any refinancing of our debt could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business operations.

We are subject to a number of restrictive covenants, which may restrict our business and financing activities.

Our financing arrangements impose, and the terms of any future debt may impose, operating and other restrictions on us. Such restrictions affect, and in many respects limit or prohibit, among other things, our and our subsidiaries' ability to:

- incur or guarantee additional debt and issue certain preferred stock;
- pay dividends on our common stock or redeem, repurchase or retire our equity interests or subordinated debt;

- transfer or sell our assets;
- make certain payments or investments;
- make capital expenditures;
- create certain liens on assets;
- create restrictions on the ability of our subsidiaries to pay dividends or make other payments to us;
- engage in certain transactions with our affiliates; and
- merge or consolidate with other companies.

The New Credit Facility also requires us to meet certain financial ratios, including a fixed charge coverage ratio and a consolidated leverage ratio. See "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources —New Credit Facility".

The restrictions may prevent us from taking actions that management believes would be in the best interests of our business, and may make it difficult for us to successfully execute our business strategy or effectively compete with companies that are not similarly restricted. We also may incur future debt obligations that might subject us to additional restrictive covenants that could affect our financial and operational flexibility. Our ability to comply with these covenants in future periods will largely depend on the pricing of our products and services, our success at implementing cost reduction initiatives and our ability to successfully implement our overall business strategy. We cannot assure you that we will be granted waivers or amendments to our financing arrangements if for any reason we are unable to comply with our financial covenants. The breach of any of these covenants and restrictions could result in a default under the indentures governing the Senior Notes or under the New Credit Facility, which could result in an acceleration of our debt.

Despite our current debt level, we may incur significant additional amounts of debt, which could further exacerbate the risks associated with our substantial debt.

We may incur substantial additional debt, including additional notes and other debt, in the future. Although the indentures governing our outstanding Senior Notes and the New Credit Facility contain restrictions on the incurrence of additional debt, these restrictions are subject to a number of significant qualifications and exceptions, and under certain circumstances, the amount of debt that could be incurred in compliance with these restrictions could be substantial. If new debt is added to our existing debt levels, the related risks that we now face would intensify and we may not be able to meet all our debt obligations.

If we default on our obligations to pay our debt, we may not be able to make payments on our financing arrangements.

Any default under the agreements governing our debt, including a default under the New Credit Facility or the indentures governing our Senior Notes, and the remedies sought by the holders of such debt, could adversely affect our ability to pay the principal, premium, if any, and interest on the Senior Notes and substantially decrease the market value of the Senior Notes. If we are unable to generate sufficient cash flows and are otherwise unable to obtain funds necessary to meet required payments of principal, premium, if any, and interest on our debt, or if we otherwise fail to comply with the various covenants, including financial and operating covenants, in the instruments governing our debt (including the New Credit Facility and the indentures governing the Senior Notes), we would be in default under the terms of the agreements governing such debt. In the event of such default, the holders of such debt could elect to declare all the funds borrowed thereunder to be due and payable, the lenders under the New Credit Facility could elect to terminate their commitments or cease making further loans and institute foreclosure proceedings against our assets, or we could be forced to apply all available cash flows to repay such debt, and, in any such case, we could ultimately be forced into bankruptcy or liquidation. Because the indentures governing the Senior Notes and the agreement governing the New Credit Facility have customary cross-default provisions, if the debt under the Senior Notes or the New Credit Facility is accelerated, we may be unable to repay or refinance the amounts due.

We have recorded impairment charges and may be required to record additional charges to future earnings if our goodwill, intangible assets and property and equipment become further impaired.

We are required under U.S. generally accepted accounting principles ("GAAP") to review annually, or more frequently if events indicate the carrying value of a reporting unit may not be recoverable, our goodwill and indefinite-lived intangible assets for impairment. There were no impairment charges recorded for the 2021 annual impairment review. Loss on impairment was $24.3 million for the year ended December 31, 2021. During the second quarter of 2021, we opened a 260-bed replacement facility in Pennsylvania and recorded a non-cash property impairment charge of $23.2 million for the existing facility. Additionally, during the third quarter of 2021, we recorded a $1.1 million non-cash property impairment charge for one facility in Louisiana resulting from hurricane damage. The 2020 impairment charges related to adjustments in the carrying value of certain closed facilities during our

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annual impairment review. We may be required to record additional charges to earnings during any period in which a further impairment of our goodwill, intangible assets and property and equipment is determined which could adversely affect our results of operations. Our evaluation of goodwill and the need for any further impairment in subsequent periods is sensitive to revisions to our current projections. See “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations— Critical Accounting Policies — Property and Equipment and other Long-Lived Assets” and “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations— Critical Accounting Policies — Goodwill and Indefinite-Lived Intangible Assets” for additional information.

Our operating costs are subject to increases in the wages and salaries of our staff.

The most significant operating expense for our facilities is wage costs, which represent the staff costs incurred in providing our services and running our facilities, and which are primarily driven by the number of employees and pay rates. The number of employees employed by us is primarily linked to the number of facilities we operate and the number of individuals cared for by us. While we can reduce the number of employees should occupancy rates decrease at our facilities, there is a limit on the extent to which this can be done without impacting quality of our services.

We also have a number of recurring costs including insurance, utilities and rental costs, and may face increases to other recurring costs such as regulatory compliance costs. There can be no assurance that any of our recurring costs will not grow at a faster rate than our revenue. As a result, any increase in our operating costs could have a material adverse effect on our business, results of operations and financial condition.

We are subject to volatility in the global capital and credit markets as well as significant developments in macroeconomic and political conditions that are out of our control.

Our business can be affected by a number of factors that are beyond our control, such as general macroeconomic conditions, conditions in the financial services markets, geopolitical conditions and other general political and economic developments. In particular, we have historically financed the development of new facilities and the modification of our existing facilities through a variety of sources, including our own cash reserves and debt financing. While we intend to seek to finance new and existing developments from similar sources in the future, there may be insufficient cash reserves to fund the budgeted capital expenditure and market conditions and other factors may prevent us from obtaining debt financing on appropriate terms or at all. In addition, market conditions may limit the number of financial institutions that are willing to provide financing to landlords with whom we wish to contract to build homes for learning disability services, new schools or new mental health facilities which can then be made available to us under a long-term operating lease. If conditions in the global economy remain uncertain or weaken further, this could materially adversely impact our ADC, which would have a corresponding negative impact on our business, results of operations and financial condition.

A worsening of the economic and employment conditions in the geographies in which we operate could materially affect our business and future results of operations.

During periods of high unemployment, governmental entities often experience budget deficits as a result of increased costs and lower than expected tax collections. These budget deficits at the federal, state and local levels have decreased, and may continue to decrease, spending for health and human service programs, including Medicare and Medicaid, which are significant payor sources for our facilities. In periods of high unemployment, we also face the risk of potential declines in the population covered under private insurance, patient decisions to postpone or decide against receiving behavioral healthcare services, potential increases in the uninsured and underinsured populations we serve and further difficulties in collecting patient co-payment and deductible receivables.

A sizable portion of our revenue from certain residential recovery, eating disorder facilities, comprehensive treatment centers and youth programs is from self-payors. Accordingly, a sustained downturn in the U.S. economy could restrain the ability of our patients and the families of our students to pay for services.

Furthermore, the availability of liquidity and capital resources to fund the continuation and expansion of many business operations worldwide has been limited in recent years. Our ability to access the capital markets on acceptable terms may be severely restricted at a time when we would like, or need, access to those markets, which could have a negative impact on our growth plans, our flexibility to react to changing economic and business conditions and our ability to refinance existing debt (including debt under the New Credit Facility and the Senior Notes). A sustained economic downturn or other economic conditions could also adversely affect the counterparties to our agreements, including the lenders under the New Credit Facility, causing them to fail to meet their obligations to us.

The industry trend on value-based purchasing may negatively impact our revenue.

There is a trend in the healthcare industry toward value-based purchasing of healthcare services. These value-based purchasing programs include both public reporting of quality data and preventable adverse events tied to the quality and efficiency of care

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provided by facilities. Governmental programs including Medicare and Medicaid currently require hospitals to report certain quality data to receive full reimbursement updates. In addition, Medicare does not reimburse for care related to certain preventable adverse events. Many large commercial payors currently require hospitals to report quality data, and several commercial payors do not reimburse hospitals for certain preventable adverse events.

We expect value-based purchasing programs, including programs that condition reimbursement on patient outcome measures, to become more common and to involve a higher percentage of reimbursement amounts. We are unable at this time to predict how this trend will affect our results of operations, but it could negatively impact our revenue if we are unable to meet quality standards established by both governmental and private payers.

The trend by insurance companies and managed care organizations to enter into sole-source contracts may limit our ability to obtain patients.

Insurance companies and managed care organizations are entering into sole-source contracts with healthcare providers, which could limit our ability to obtain patients since we do not offer the range of services required for these contracts. Moreover, private insurers, managed care organizations and, to a lesser extent, Medicaid and Medicare, are beginning to carve-out specific services, including mental health and substance abuse services, and establish small, specialized networks of providers for such services at fixed reimbursement rates. Continued growth in the use of carve-out arrangements could materially adversely affect our business to the extent we are not selected to participate in such networks or if the reimbursement rate in such networks is not adequate to cover the cost of providing the service.

Failure to maintain effective internal control over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act of 2002 (the "Sarbanes-Oxley Act"), could have a material adverse effect on our business.

We are required to maintain internal control over financial reporting under Section 404 of the Sarbanes-Oxley Act. If we are unable to maintain adequate internal control over financial reporting, we may be unable to report our financial information on a timely basis, may suffer adverse regulatory consequences or violations of NASDAQ listing rules and may breach the covenants under our financing arrangements. There could also be a negative reaction in the financial markets due to a loss of investor confidence in us and the reliability of our financial statements. If we or our independent registered public accounting firm identify any material weakness in our internal control over financial reporting in the future (including any material weakness in the controls of businesses we have acquired), their correction could require additional remedial measures which could be costly, time-consuming and could have a material adverse effect on our business.

We do not anticipate paying any cash dividends in the foreseeable future.

We intend to retain our future earnings, if any, for use in our business or for other corporate purposes and do not anticipate that cash dividends with respect to common stock will be paid in the foreseeable future. Any decision as to the future payment of dividends will depend on our results of operations, financial position and such other factors as our board of directors, in its discretion, deems relevant. In addition, the terms of our debt substantially limit our ability to pay dividends. As a result, capital appreciation, if any, of our common stock will be a stockholder's sole source of gain for the foreseeable future.

Operational Risks

An incident involving one or more of our patients or the failure by one or more of our facilities to provide appropriate care could result in increased regulatory burdens, governmental investigations, negative publicity and adversely affect the trading price of our common stock.

Because many of the patients we treat suffer from severe mental health and chemical dependency disorders, patient incidents, including deaths, sexual abuse, assaults and elopements, occur from time to time. If one or more of our facilities experiences an adverse patient incident or is found to have failed to provide appropriate patient care, an admissions hold, loss of accreditation, license revocation or other adverse regulatory action could be taken against us. Any such patient incident or adverse regulatory action could result in governmental investigations, judgments or fines and have a material adverse effect on our business, financial condition and results of operations. In addition, we have been and could become the subject of negative publicity or unfavorable media attention, whether warranted or unwarranted, that could have a significant, adverse effect on the trading price of our common stock or adversely impact our reputation and how our referral sources and payors view us.

Our business growth and acquisition strategies expose us to a variety of operational and financial risks.

A principal element of our business strategy is to grow by acquiring other companies and assets in the behavioral healthcare industry. Growth, especially rapid growth, through acquisitions exposes us to a variety of operational and financial risks. We summarize the most significant of these risks below.

Integration risks

We must integrate our acquisitions with our existing operations. This process includes the integration of the various components of our business and of the businesses we have acquired or may acquire in the future, including the following:

- additional psychiatrists, other physicians and employees who are not familiar with our operations;
- patients who may elect to switch to another behavioral healthcare provider;
- regulatory compliance programs; and
- disparate operating, information and record keeping systems and technology platforms.

Integrating a new facility could be expensive and time consuming and could disrupt our ongoing business, negatively affect cash flow and distract management and other key personnel from day-to-day operations.

We may not be able to successfully combine the operations of acquired facilities with our operations, and even if such integration is accomplished, we may never realize the potential benefits of the acquisition. The integration of acquisitions with our operations requires significant attention from management, may impose substantial demands on our operations or other projects and may impose challenges on the combined business including, but not limited to, consistencies in business standards, procedures, policies, business cultures and internal controls and compliance. Certain acquisitions involve a capital outlay, and the return that we achieve on any capital invested may be less than the return that we would achieve on our other projects or investments. If we fail to complete the integration of acquired facilities, we may never fully realize the potential benefits of the related acquisitions.

Successful integration depends on the ability to effect any required changes in operations or personnel, which may entail unforeseen liabilities. The integration of acquired businesses may expose us to certain risks, including the following: difficulty in integrating these businesses in a cost-effective manner, including the establishment of effective management information and financial control systems; unforeseen legal, regulatory, contractual, employment or other issues arising out of the combination; combining corporate cultures; maintaining employee morale and retaining key employees; potential disruptions to our on-going business caused by our senior management's focus on integrating these businesses; and performance of the combined assets not meeting our expectations or plans. A failure to properly integrate these businesses could have a corresponding material adverse effect on our business, results of operations, financial condition or prospects.

Benefits may not materialize

When evaluating potential acquisition targets, we identify potential synergies and cost savings that we expect to realize upon the successful completion of the acquisition and the integration of the related operations. We may, however, be unable to achieve or may otherwise never realize the expected benefits. Our ability to realize the expected benefits from potential cost savings and revenue improvement opportunities is subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control, such as changes to government regulation governing or otherwise impacting the behavioral healthcare industry, reductions in reimbursement rates from third-party payors, reductions in service levels under our contracts, operating difficulties, client preferences, changes in competition and general economic or industry conditions. If we are unsuccessful in implementing these improvements or if we do not achieve our expected results, it may adversely impact our business, financial condition or results of operations.

Assumptions of unknown liabilities

Facilities that we acquire may have unknown or contingent liabilities, including, but not limited to, liabilities for uncertain tax positions, liabilities for failure to comply with healthcare laws and regulations and liabilities for unresolved litigation or regulatory reviews. Although we typically attempt to exclude significant liabilities from our acquisition transactions and seek indemnification from the sellers of such facilities, the purchase agreement for some of our significant acquisitions contain minimal representations and warranties about the entities and business that we acquired. In addition, we have no indemnification rights against the sellers under some purchase agreements and all of the purchase price consideration was paid at closing. Therefore, we may incur material liabilities for the past activities of acquired entities and facilities. Even in those acquisitions in which we have such rights, we may experience difficulty enforcing the sellers' obligations, or we may incur material liabilities for the past activities of acquired facilities. Such liabilities and related legal or other costs and/or resulting damage to a facility's reputation could negatively impact our business, financial condition or results of operations.

Competing for acquisitions

We face competition for acquisition candidates primarily from other for-profit healthcare companies, as well as from not-for-profit entities. Some of our competitors may have greater resources than we do. As a result, we may pay more to acquire a target business or may agree to less favorable deal terms than we would have otherwise. Our principal competitors for acquisitions have included UHS and private equity firms. Also, suitable acquisitions may not be accomplished due to unfavorable terms. Further, the cost of an acquisition could result in a dilutive effect on our results of operations, depending on various factors, including the amount paid for an acquired facility, the acquired facility's results of operations, the fair value of assets acquired and liabilities assumed, effects of subsequent legislation and limits on rate increases. In addition, we may have to pay cash, incur debt, or issue equity securities to pay for any such acquisition, which could adversely affect our financial results, result in dilution to our stockholders, result in increased fixed obligations or impede our ability to manage our operations. There can be no assurances that we will be able to acquire facilities at historical or expected rates or on favorable terms.

Managing growth

Some of the facilities we have acquired or may acquire in the future may have had significantly lower operating margins prior to the time of our acquisition or may have had operating losses prior to such acquisition. If we fail to improve the operating margins of the facilities we acquire, operate such facilities profitably or effectively integrate the operations of the acquired facilities, our results of operations could be negatively impacted.

Joint ventures may use significant resources, may be unsuccessful and could expose us to unforeseen liabilities.

As part of our growth strategy, we have completed, and have announced plans to complete, a number of joint ventures and strategic alliances. These joint ventures may involve significant cash expenditures, debt incurrence, additional operating losses and expenses, and compliance risks that could negatively impact our business, financial condition or results of operations. Further, there is often a significant delay between our formation of a joint venture and the time that a de novo facility can be constructed and have a positive financial impact on our results of operations.

The nature of a joint venture requires us to consult with and share certain decision-making powers with unaffiliated third parties, some of which may be not-for-profit healthcare systems. If our joint venture partners do not fulfill their obligations, the affected joint venture may not be able to operate according to its business or strategic plans. In that case, our financial condition and results of operations may be materially adversely affected or we may be required to increase our level of financial commitment to the joint venture. Moreover, differences in economic or business interests or goals among joint venture participants could result in delayed decisions, failures to agree on major issues and even litigation. If these differences cause the joint ventures to deviate from their business or strategic plans, or if our joint venture partners take actions contrary to our policies, objectives or the best interests of the joint venture, our business, financial condition and results of operations could be negatively impacted. In addition, our relationships with not-for-profit healthcare systems and the joint venture agreements that govern these relationships are intended to be structured to comply with current revenue rulings published by the Internal Revenue Service ("IRS"), as well as case law relevant to joint ventures between for-profit and not-for-profit healthcare entities. Material changes in these authorities could adversely affect our relationships with not-for-profit healthcare systems and related joint venture arrangements.

We incur significant transaction-related costs in connection with acquisitions and other strategic transactions.

We incur substantial costs in connection with acquisitions and other strategic transactions, including transaction-related expenses. In addition, we may incur additional costs to maintain employee morale, retain key employees, and to formulate and execute integration plans. Although we expect that the elimination of duplicative costs, as well as the realization of other efficiencies related to the integration of acquired businesses, should allow us to more than offset incremental transaction and acquisition-related costs over time, this net benefit may not be achieved in the near term, or at all.

We care for a large number of vulnerable individuals with complex needs and any care quality deficiencies could adversely impact our brand, reputation and ability to market our services effectively.

Our future growth will partly depend on our ability to maintain our reputation for providing quality patient care and, through new programs and marketing activities, increased demand for our services. Factors such as increased acuity of our patients, health and safety incidents at our facilities, regulatory enforcement actions, negative press or general customer dissatisfaction could lead to deterioration in the level of our quality ratings or the public perception of the quality of our services (including as a result of negative publicity about our industry generally), which in turn could lead to a loss of patient placements, referrals and self-pay patients or service users. Any impairment of our reputation, loss of goodwill or damage to the value of our brand name could have a material adverse effect on our business, results of operations and financial condition.

Many of our service users have complex medical conditions or special needs, are vulnerable and often require a substantial level of care and supervision. There is a risk that one or more service users could be harmed by one or more of our employees, either intentionally, through negligence or by accident. Further, individuals cared for by us have in the past engaged, and may in the future engage, in behavior that results in harm to themselves, our employees or to one or more other individuals, including members of the public. A serious incident involving harm to one or more service users or other individuals could result in negative publicity. Such negative publicity could have a material adverse effect on our brand, reputation and ADC, which would have a corresponding negative impact on our business, results of operations and financial condition. Furthermore, the damage to our reputation or to the reputation of the relevant facility from any such incident could be exacerbated by any failure on our part to respond effectively to such incident.

Our ability to grow our business through organic expansion either by developing new facilities or by modifying existing facilities is dependent upon many factors.

Our ability to grow our business through organic expansion is dependent on capacity and occupancy at our facilities. Should our facilities reach maximum occupancy, we may need to implement other growth strategies either by developing new facilities or by modifying existing facilities.

Our facilities typically need to be purpose-designed in order to enable the type and quality of service that we provide. Consequently, we must either develop sites to create facilities or purchase or lease existing facilities, which may require substantial modification. We must be able to identify suitable sites and there is no guarantee that such sites will be available at all, or at an economically viable cost or in areas of sufficient demand for our services. The subsequent successful development and construction of a new facility is contingent upon, among other things, negotiation of construction contracts, regulatory permits and planning consents and satisfactory completion of construction. Similarly, our ability to expand existing facilities is also dependent upon various factors, including identification of appropriate expansion projects, permitting, licensure, financing, integration into our relationships with payors and referral sources, and margin pressure as new facilities are filled with patients.

Delays caused by difficulties in respect of any of the above factors may lead to cost overruns and longer periods before a return is generated on an investment, if at all. We may incur significant capital expenditure but due to a regulatory, planning or other reason, may find that we are prevented from opening a new facility or modifying an existing facility. Moreover, even when incurring such development capital expenditure, there is no guarantee that we can fill beds when they become available. Upon operational commencement of a new facility, we typically expect that it will take approximately 12-18 months to reach our targeted occupancy level. Any delays or stoppages in our projects, the unsatisfactory completion or construction of such projects or the failure of such projects to increase our occupancy levels could have a material adverse effect on our ADC, which would have a corresponding negative impact on our business, results of operations and financial condition.

Our business could be disrupted if our information systems fail or if our databases are destroyed or damaged.

Our information technology ("IT") platform supports, among other things, management control of patient administration, billing and financial information and reporting processes. For example, patients in some of our facilities have an electronic patient record that allows our caregivers and nurses to see all information about a patient's care and treatment. Our IT systems are subject to damage or interruption from power outages, facility damage, computer and telecommunications failures, computer viruses, security breaches including credit card or personally identifiable information breaches, vandalism, theft, natural disasters, catastrophic events, human error and potential cyber threats, including malicious codes, worms, phishing attacks, denial of service attacks, ransomware and other sophisticated cyber-attacks, and our disaster recovery planning cannot account for all eventualities. Although we have taken measures to mitigate potential IT security risks and have IT continuity plans across our business intended to minimize the impact of IT failures, there can be no assurance that such measures and plans will be effective. Any failure in or breach of our IT systems could adversely impact our business, results of operations and financial condition.

A cyber security incident could have a material adverse impact on the Company, including substantial sanctions, fines, and damages and civil and criminal penalties under federal and state privacy laws, in addition to reputational harm and increased costs.

We have experienced adverse IT events in the past including a criminal ransomware attack on our computer network which resulted in a temporary systems outage, as well as attempts of computer hacking, vandalism and theft, malware, computer viruses, malicious codes, worms, phishing and other cyber-attacks. To date, we have seen no material impact on our business or operations from these attacks or events. However, it is widely reported that healthcare companies are increasingly prime targets for cyber-attacks and we expect our systems to continue to be subject to attack on a regular basis.

The proliferation of ever-evolving cyber threats mean that we and our third-party service providers and vendors must continually evaluate and adapt our respective systems and processes and overall security environment, as well as those of any operations we acquire. As cyber criminals continue to become more sophisticated through evolution of their tactics, techniques and

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procedures, we have taken, and will continue to take, additional preventive measures to strengthen the cyber defenses of our networks and data. There is no guarantee that these measures will be adequate to safeguard against all data security breaches, system compromises, or misuses of data.

We may be required to expend significant capital and other resources to protect against the threat of security breaches or to alleviate problems caused by breaches, including unauthorized access to patient data and personally identifiable information stored in our IT systems, and the introduction of computer viruses or other malicious software programs to our systems, and cyber-attacks, email phishing schemes, malware, and ransomware. Moreover, a security breach, or threat thereof, could require that we expend significant resources to repair or improve our information systems and infrastructure and could distract management and other key personnel from performing their primary operational duties. In the event of a material breach or cyber-attack, the associated expenses and losses may exceed our current insurance coverage for such events. In addition, some adverse consequences are not insurable, such as reputational harm and third-party business interruption.

A cyber-attack that bypasses our IT security systems, or other adverse IT event, resulting in an IT security breach, loss of PHI or other data subject to privacy laws, loss of proprietary business information, or a material disruption of our IT business systems, could have a material adverse impact on our business, financial condition or results of operations. Any successful cybersecurity attack or other unauthorized attempt to access our systems or facilities could result in negative publicity which could damage our reputation or brand with our patients, referral sources, payors, or other third parties and could subject us to substantial sanctions, fines, and damages and civil and criminal penalties under federal and state privacy laws, in addition to litigation with those affected.

We may fail to deal with clinical waste in accordance with applicable regulations or otherwise be in breach of relevant medical, health and safety or environmental laws and regulations.

As part of our normal business activities, we produce and store clinical waste which may produce effects harmful to the environment or human health. The storage and transportation of such waste is strictly regulated. Our waste disposal services are outsourced and should the relevant service provider fail to comply with relevant regulations, we could face sanctions or fines which could adversely affect our brand, reputation, business or financial condition. Health and safety risks are inherent in the services that we provide and are constantly present in our facilities, primarily in respect of food and water quality, as well as fire safety and the risk that service users may cause harm to themselves, other service users or employees. From time to time, we have experienced, like other providers of similar services, undesirable health and safety incidents. Some of our activities are particularly exposed to significant medical risks relating to the transmission of infections or the prescription and administration of drugs for residents and patients. If any of the above medical or health and safety risks were to materialize, we may be held liable, fined and any registration certificate could be suspended or withdrawn for failure to comply with applicable regulations, which may have a material adverse impact on our business, results of operations and financial condition.

Although we have facilities in 40 states and Puerto Rico, we have substantial operations in Pennsylvania, California, Arizona and Tennessee, which makes us especially sensitive to regulatory, economic, environmental and competitive conditions and changes in those states.

Revenue from Pennsylvania, California, Arizona and Tennessee represented approximately 12%, 9%, 7% and 6% of our total revenue for the year ended December 31, 2021, respectively. This concentration makes us particularly sensitive to legislative, regulatory, economic, environmental and competition changes in those states. Any material change in the current payment programs or regulatory, economic, environmental or competitive conditions in these locations could have a disproportionate effect on our overall business results. If our facilities in these locations are adversely affected by changes in regulatory and economic conditions, our business, financial condition or results of operations could be adversely affected.

In addition, some of our facilities are located in areas prone to hurricanes or wildfires. Natural disasters have historically had a disruptive effect on the operations of facilities and the patient populations in such areas. Our business activities could be significantly disrupted by wildfires, hurricanes or other natural disasters, and our property insurance may not be adequate to cover losses from such wildfires, storms or other natural disasters.

A pandemic, epidemic or outbreak of an infectious disease in the markets in which we operate or that otherwise impacts our facilities could adversely impact our business.

If a pandemic, epidemic, outbreak of an infectious disease, such as the coronavirus known as COVID-19, or other public health crisis were to occur in an area in which we operate, our operations could be adversely affected. Such a crisis could diminish the public trust in healthcare facilities, especially facilities with patients affected by infectious diseases. If any of our facilities were involved, or perceived as being involved, in treating such patients, other patients might fail to seek care at our facilities, and our reputation may be negatively affected. Further, a pandemic, epidemic or outbreak might adversely impact our business by causing a temporary shutdown or diversion of patients, by disrupting or delaying production and delivery of pharmaceuticals and other medical supplies or by causing staffing shortages in our facilities. Although we have disaster plans in place and operate pursuant to infectious disease

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protocols, the potential impact of a pandemic, epidemic or outbreak of an infectious disease with respect to our markets or our facilities is difficult to predict and could adversely impact our business, financial condition or results of operations.

If we fail to cultivate new or maintain established relationships with referral sources, our business, financial condition or results of operations could be adversely affected.

Our ability to grow or even to maintain our existing level of business depends significantly on our ability to establish and maintain close working relationships with physicians, managed care companies, insurance companies, educational consultants and other referral sources. We may not be able to maintain our existing referral source relationships or develop and maintain new relationships in existing or new markets. If we lose existing relationships with our referral sources, the number of people to whom we provide services may decline, which may adversely affect our revenue. If we fail to develop new referral relationships, our growth may be restrained.

We operate in a highly competitive industry, and competition may lead to declines in patient volumes.

The healthcare industry is highly competitive, and competition among healthcare providers (including hospitals) for patients, physicians and other healthcare professionals has intensified in recent years. There are other healthcare facilities that provide behavioral and other mental health services comparable to those offered by our facilities in each of the geographical areas in which we operate. Some of our competitors are owned by tax-supported governmental agencies or by non-profit corporations and may have certain financial advantages not available to us, including endowments, charitable contributions, tax-exempt financing and exemptions from sales, property and income taxes. Some of our for-profit competitors are local, independent operators or physician groups with strong established reputations within the surrounding communities, which may adversely affect our ability to attract a sufficiently large number of patients in markets where we compete with such providers. We also face competition from other for-profit entities, who may possess greater financial, marketing or research and development resources than us or may invest more funds in renovating their facilities or developing technology.

If our competitors are better able to attract patients, recruit and retain physicians and other healthcare professionals, expand services or obtain favorable managed care contracts at their facilities, we may experience a decline in patient volume and our results of operations may be adversely affected.

We may be unable to extend leases at expiration, which could harm our business, financial condition or results of operations.

We lease the real property on which a number of our facilities are located. Our lease agreements generally give us the right to renew or extend the term of the leases and, in certain cases, purchase the real property. These renewal and purchase rights generally are based upon either prescribed formulas or fair market value. Management expects to renew, extend or exercise purchase options with respect to our leases in the normal course of business; however, there can be no assurance that these rights will be exercised in the future or that we will be able to satisfy the conditions precedent to exercising any such renewal, extension or purchase options. Furthermore, the terms of any such options that are based on fair market value are inherently uncertain and could be unacceptable or unfavorable to us depending on the circumstances at the time of exercise. If we are not able to renew or extend our existing leases, or purchase the real property subject to such leases, at or prior to the end of the existing lease terms, or if the terms of such options are unfavorable or unacceptable to us, our business, financial condition or results of operations could be adversely affected.

Controls designed to reduce inpatient services may reduce our revenue.

Controls imposed by Medicare, Medicaid and commercial third-party payors designed to reduce admissions and lengths of stay, commonly referred to as "utilization review," have affected and are expected to continue to affect our facilities. Inpatient utilization, average lengths of stay and occupancy rates continue to be negatively affected by payor-required preadmission authorization and utilization review and by payor pressure to maximize outpatient and alternative healthcare delivery services for less acutely ill patients. Efforts to impose more stringent cost controls are expected to continue. For example, the Patient Protection and Affordable Care Act, as amended by the Health Care and Education Reconciliation Act of 2010, expanded the potential use of prepayment review by Medicare contractors by eliminating certain statutory restrictions on its use. Utilization review is also a requirement of most non-governmental managed-care organizations and other third-party payors. Although we are unable to predict the effect these controls and changes will have on our operations, significant limits on the scope of services reimbursed and on reimbursement rates and fees could have a material adverse effect on our financial condition and results of operations.

Human Capital Risks

Our facilities face competition for staffing that may increase our labor costs and reduce our profitability.

Our operations depend on the efforts, abilities and experience of our management and medical support personnel, including our addiction counselors, therapists, nurses, pharmacists, licensed counselors, clinical technicians, and mental health technicians, as well as our psychiatrists and other professionals. We compete with other healthcare providers in recruiting and retaining qualified

management, program directors, physicians (including psychiatrists) and support personnel responsible for the daily operations of our business, financial condition or results of operations.

A shortage of nurses, qualified addiction counselors and other medical and care support personnel has been a significant operating issue facing us and other healthcare providers. The enactment of federal and state mandates requiring that all healthcare workers be vaccinated for COVID-19 or qualify for an approved exemption could cause additional operating challenges if staff at our facilities resign from employment or prospective employees choose not to work for us because of the mandates. We also may be required to enhance wages and benefits to hire nurses, qualified addiction counselors and other medical and care support personnel, hire more expensive temporary personnel or increase our recruiting and marketing costs relating to labor. The use of temporary or agency staff could also heighten the risk one of our facilities experiences an adverse patient incident. Further, because we generally recruit our personnel from the local area where the relevant facility is located, the availability in certain areas of suitably qualified personnel can be limited, particularly care home management, qualified teaching personnel and nurses. In addition, certain of our facilities are required to maintain specified staffing levels. To the extent we cannot meet those levels, we may be required to limit the services provided by these facilities, which would have a corresponding adverse effect on our net operating revenue. Certain of our treatment facilities are located in remote geographical areas, far from population centers, which increases this risk.

We cannot predict the degree to which we will be affected by the future availability or cost of attracting and retaining talented medical support staff. If our general labor and related expenses increase, we may not be able to raise our rates correspondingly. Our failure either to recruit and retain qualified management, psychiatrists, therapists, counselors, nurses and other medical support personnel or control our labor costs could have a material adverse effect on our results of operations.

Our performance depends on our ability to recruit and retain quality psychiatrists and other physicians.

The success and competitive advantage of our facilities depends, in part, on the number and quality of the psychiatrists and other physicians on the medical staffs of our facilities and our maintenance of good relations with those medical professionals. Although we employ psychiatrists and other physicians at many of our facilities, psychiatrists and other physicians generally are not employees of our facilities, and, in a number of our markets, they have admitting privileges at competing hospitals providing acute or inpatient behavioral healthcare services. Such physicians (including psychiatrists) may terminate their affiliation with us at any time or admit their patients to competing healthcare facilities or hospitals. If we are unable to attract and retain sufficient numbers of quality psychiatrists and other physicians by providing adequate support personnel and facilities that meet the needs of those psychiatrists and other physicians, they may stop referring patients to our facilities and our results of operations may decline.

It may become difficult for us to attract and retain an adequate number of psychiatrists and other physicians to practice in certain of the communities in which our facilities are located. Our failure to recruit psychiatrists and other physicians to these communities or the loss of such medical professionals in these communities could make it more difficult to attract patients to our facilities and thereby may have a material adverse effect on our business, financial condition or results of operations. Additionally, our ability to recruit psychiatrists and other physicians is closely regulated. The form, amount and duration of assistance we can provide to recruited psychiatrists and other physicians is limited by the Stark Law, the Anti-Kickback Statute, state anti-kickback statutes, and related regulations.

Some of our employees are represented by labor unions and any work stoppage could adversely affect our business.

Increased labor union activity could adversely affect our labor costs. At December 31, 2021, labor unions represented approximately 462 of our employees at two of our facilities through six collective bargaining agreements. We cannot assure you that employee relations will remain stable. Furthermore, there is a possibility that work stoppages could occur as a result of union activity, which could increase our labor costs and adversely affect our business, financial condition or results of operations. To the extent that a greater portion of our employee base unionizes and the terms of any collective bargaining agreements are significantly different from our current compensation arrangements, it is possible that our labor costs could increase materially and our business, financial condition or results of operations could be adversely affected.

We depend on key management personnel, and the departure of one or more of our key executives or a significant portion of our local facility management personnel could harm our business.

The expertise and efforts of our senior executives and the chief executive officer, chief financial officer, medical directors, physicians and other key members of our facility management personnel are important to the success of our business. The loss of the services of one or more of our senior executives or our facility management personnel could significantly undermine our management expertise and our ability to provide efficient, quality healthcare services at our facilities, which could have a material adverse effect on our business, results of operations and financial condition. On October 5, 2021, we announced that Debbie Osteen, Chief Executive Officer ("CEO") and Director of the Company, will retire as our CEO. It is anticipated that Ms. Osteen will continue to serve as CEO

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or in a consulting role through March 31, 2022. Following her retirement as CEO, Ms. Osteen will continue to serve on the Company's Board of Directors. There can be no assurance that our business will not experience issues with the CEO transition.

Legal Proceedings and Regulatory Risks

We are and in the future could become the subject of additional governmental investigations, regulatory actions and whistleblower lawsuits.

Healthcare companies in the U.S. may be subject to investigations by various governmental agencies. Certain of our individual facilities have received, and from time to time, other facilities may receive, subpoenas, civil investigative demands, audit reports and other inquiries from, and may be subject to investigation by, federal and state agencies. See Note 20— Commitments and Contingencies in the accompanying notes to our consolidated financial statements beginning on Page F-1 of this Annual Report on Form 10-K for additional information about pending investigations. These investigations can result in repayment obligations, and violations of the False Claims Act can result in substantial monetary penalties and fines, the imposition of a corporate integrity agreement and exclusion from participation in governmental health programs. If we incur significant costs responding to or resolving these or future inquiries or investigations, our business, financial condition and results of operations could be materially adversely affected.

Further, under the False Claims Act, private parties are permitted to bring qui tam or "whistleblower" lawsuits against companies that submit false claims for payments to, or improperly retain overpayments from, the government. Because qui tam lawsuits are filed under seal, we could be named in one or more such lawsuits of which we are not aware. We may also be subject to substantial reputational harm as a result of the public announcement of any investigation into such claims.

We could be subject to monetary penalties and other sanctions, including exclusion from federal healthcare programs, if we fail to comply with the terms of the CIA.

During the second quarter of 2019, we reached a settlement with the U.S. Attorney's Office for the Southern District of West Virginia relating to the manner in which seven of our comprehensive treatment centers in West Virginia had historically billed lab claims to the West Virginia Medicaid Program. During the three months ended June 30, 2019, we entered into the CIA with the OIG imposing certain compliance obligations on us and our subsidiary, CRC Health, in connection with such settlement. Material, uncorrected violations of the CIA could lead to our suspension or exclusion from participation in Medicare, Medicaid and other federal and state healthcare programs and repayment obligations. In addition, we are subject to possible civil penalties for failure to substantially comply with the terms of the CIA, including stipulated penalties ranging between $1,000 to $2,500 per day. We are also subject to a stipulated penalty of $50,000 for each false certification made by us or on our behalf, pursuant to the reporting provisions of the CIA. The CIA increases the amount of information we must provide to the federal government regarding our healthcare practices and our compliance with federal regulations. The reports we provide in connection with the CIA could result in greater scrutiny by regulatory authorities.

We are and in the future may become involved in legal proceedings based on negligence or breach of a contractual or statutory duty from service users or their family members or from employees or former employees.

From time to time, we are subject to complaints and claims from service users and their family members alleging professional negligence, medical malpractice or mistreatment. We are also subject to claims for unlawful detention from time to time when patients allege they should not have been detained under applicable laws and regulations or where the appropriate procedures were not correctly followed.

Similarly, there may be substantial claims from employees in respect of personal injuries sustained in the performance of their duties. Current or former employees may also make claims against us in relation to breaches of employment laws. There may also be safeguarding incidents at our facilities which, depending on the circumstances, may result in custodial sentences or other criminal sanctions for the member of staff involved.

The incurrence of substantial legal fees, damage awards or other fines as well as the potential impact on our brand or reputation as a result of being involved in any legal proceedings could have a material adverse impact on our business, results of operations and financial condition.

We handle sensitive personal data which are protected by numerous U.S. laws in the ordinary course of business and any failure to maintain the confidentiality of such data could result in legal liability and reputational harm.

We collect, process and store sensitive personal data as part of our business. In the event of a security breach, sensitive personal data could become public. We are currently not aware of any material incidences of potential data breach; however, there can be no assurance that such breaches will not arise in future. Although we have in place policies and procedures to prevent such breaches,

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breaches could occur either as a result of a breach by our employees or as a result of a breach by a third party to whom we have provided sensitive personal data, and we could face liability under data protection laws.

Liability under data protection laws may result in sanctions, including substantial fines and/or compensation to those affected. Additionally, liability may cause us to suffer damage to our brand and reputation, which could have a material adverse effect on our business, results of operations and financial condition.

We carry a large self-insured retention and may be responsible for significant amounts not covered by insurance. In addition, our insurance may be inadequate, premiums may increase and, if there is a significant deterioration in our claims experience, insurance may not be available on acceptable terms.

We are subject to medical malpractice lawsuits and other legal actions in the ordinary course of business. Some of these actions may involve large claims, as well as significant defense costs. We cannot predict the outcome of these lawsuits or the effect that findings in such lawsuits may have on us. We maintain liability insurance intended to cover service user, third-party and employee personal injury claims. Due to the structure of our insurance program under which we carry a large self-insured retention, there may be substantial claims in respect of which the liability for damages and costs falls to us before being met by any insurance underwriter. There may also be claims in excess of our insurance coverage or claims which are not covered by our insurance due to other policy limitations or exclusions or where we have failed to comply with the terms of the policy. Furthermore, there can be no assurance that we will be able to obtain liability insurance coverage in the future on acceptable terms, or without substantial premium increases or at all, particularly if there is a deterioration in our claim experience history. A successful claim against us not covered by or in excess of our insurance coverage could have a material adverse effect on our business, results of operations and financial condition.

If we fail to comply with extensive laws and government regulations, we could suffer penalties or be required to make significant changes to our operations.

Companies operating in the behavioral healthcare industry in the U.S. are required to comply with extensive and complex laws and regulations at the federal, state and local government levels relating to, among other things: billing practices and prices for services; relationships with physicians and other referral sources; necessity and quality of medical care; condition and adequacy of facilities; qualifications of medical and support personnel; confidentiality, privacy and security issues associated with health-related information and PHI; EMTALA compliance; handling of controlled substances; certification, licensure and accreditation of our facilities; operating policies and procedures; activities regarding competitors; state and local land use and zoning requirements; and addition or expansion of facilities and services.

Among the laws applicable to our operations are the federal Anti-Kickback Statute, the Stark Law, the federal False Claims Act, the EKRA, and similar state laws. These laws impact the relationships that we may have with physicians and other potential referral sources. We have a variety of financial relationships with physicians and other professionals who refer patients to our facilities, including employment contracts, leases and professional service agreements. The OIG has issued certain safe harbor regulations that outline practices that are deemed acceptable under the Anti-Kickback Statute, and similar regulatory exceptions have been promulgated by CMS under the Stark Law. While we endeavor to ensure that our arrangements with referral sources comply with an applicable safe harbor to the Anti-Kickback Statute where possible, certain of our current arrangements with physicians and other potential referral sources may not qualify for such protection. Failure to meet a safe harbor does not mean that the arrangement automatically violates the Anti-Kickback Statute, but may subject the arrangement to greater scrutiny. Even if our arrangements are found to be in compliance with the Anti-Kickback Statute, they may still face scrutiny under the newly enacted EKRA law. Moreover, while we believe that our arrangements with physicians comply with applicable Stark Law exceptions, the Stark Law is a strict liability statute for which no intent to violate the law is required.

Effective January 1, 2022, the No Surprises Act, enacted as part of the CAA, creates price transparency requirements, including (i) requiring providers to send to patients or their health plan a good faith estimate of the expected charges and diagnostic codes prior to furnishing scheduled items or services and (ii) prohibiting providers from charging patients an amount beyond the in-network cost sharing amount for services rendered by out-of-network providers, subject to limited exceptions. Price transparency initiatives like the No Surprises Act may impact our ability to obtain or maintain favorable contract terms, and may impact our competitive position and our relationships with patients and insurers.

These laws and regulations are extremely complex, and, in many cases, we do not have the benefit of regulatory or judicial interpretation. In the future, it is possible that different interpretations of these laws and regulations could subject our current or past practices to allegations of impropriety or illegality or could require us to make changes in our arrangements for facilities, equipment, personnel, services, capital expenditure programs and operating expenses. A determination that we have violated one or more of these laws could subject us to liabilities, including civil penalties, exclusion of one or more facilities from participation in the government healthcare programs and, for violations of certain laws and regulations, criminal penalties. Even the public announcement that we are being investigated for possible violations of these laws could cause our reputation to suffer and have a material adverse effect on our

business, financial condition or results of operations. In addition, we cannot predict whether other similar legislation or regulations at the federal or state level will be adopted, what form such legislation or regulations may take or what their impact on us may be.

The construction and operation of healthcare facilities in the U.S. are subject to extensive federal, state and local regulation relating to, among other things, the adequacy of medical care, equipment, personnel, operating policies and procedures, fire prevention, rate-setting, compliance with building codes and environmental protection. Additionally, such facilities are subject to periodic inspection by government authorities to assure their continued compliance with these various standards. If we fail to adhere to these standards, we could be subject to monetary penalties or restrictions on our ability to operate.

All of our facilities that handle and dispense controlled substances must comply with strict federal and state regulations regarding the purchase, storage, distribution and disposal of such controlled substances. The potential for theft or diversion of such controlled substances for illegal uses has led the federal government as well as a number of states and localities to adopt stringent regulations not applicable to many other types of healthcare providers. Compliance with these regulations is expensive and these costs may increase in the future.

Property owners and local authorities have attempted, and may in the future attempt, to use or enact zoning ordinances to eliminate our ability to operate a given treatment facility or program. Local governmental authorities in some cases also have attempted to use litigation and the threat of prosecution to force the closure of certain comprehensive treatment facilities. If any of these attempts were to succeed or if their frequency were to increase, our revenue would be adversely affected and our operating results might be harmed. In addition, such actions may require us to litigate which would increase our costs.

Many of our facilities are also accredited by third-party accreditation agencies such as The Joint Commission or CARF. If any of our existing healthcare facilities lose their accreditation or any of our new facilities fail to receive accreditation, such facilities could become ineligible to receive reimbursement under Medicare or Medicaid.

Federal, state and local regulations determine the capacity at which many of our facilities may be operated. State licensing standards require many of our facilities to have minimum staffing levels; minimum amounts of residential space per student or patient and adhere to other minimum standards. Local regulations require us to follow land use guidelines at many of our facilities, including those pertaining to fire safety, sewer capacity and other physical plant matters.

We cannot guarantee that current laws, regulations and regulatory assessment methodologies will not be modified or replaced in the future. There can be no assurance that our business, results of operations and financial condition will not be adversely affected by any future regulatory developments or that the cost of compliance with new regulations will not be material.

We may be required to spend substantial amounts to comply with statutes and regulations relating to privacy and security of PHI.

There are currently numerous legislative and regulatory initiatives in the U.S. addressing patient privacy and information security concerns. In particular, federal regulations issued under HIPAA require our facilities to comply with standards to protect the privacy, security and integrity of PHI. These requirements include the adoption of certain administrative, physical, and technical safeguards; development of adequate policies and procedures, training programs and other initiatives to ensure the privacy of PHI is maintained; entry into appropriate agreements with so-called business associates; and affording patients certain rights with respect to their PHI, including notification of any breaches. Compliance with these regulations requires substantial expenditures, which could negatively impact our business, financial condition or results of operations. In addition, our management has spent, and may spend in the future, substantial time and effort on compliance measures.

In addition to HIPAA, we are subject to similar, and in some cases more restrictive, state and federal privacy regulations. For example, the federal government and some states impose laws governing the use and disclosure of health information pertaining to mental health and/or substance abuse treatment that are more stringent than the rules that apply to healthcare information generally. As public attention is drawn to the issues of the privacy and security of medical information, states may revise or expand their laws concerning the use and disclosure of health information, or may adopt new laws addressing these subjects.

Violations of the privacy and security regulations could subject our operations to substantial civil monetary penalties and substantial other costs and penalties associated with a breach of data security, including criminal penalties. We may also be subject to substantial reputational harm if we experience a substantial security breach involving PHI.

We could face risks associated with, or arising out of, environmental, health and safety laws and regulations.

We are subject to various federal, foreign, state and local laws and regulations that:

- regulate certain activities and operations that may have environmental or health and safety effects, such as the generation, handling and disposal of medical wastes;

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- impose liability for costs of cleaning up, and damages to natural resources from, past spills, waste disposals on and off-site, or other releases of hazardous materials or regulated substances; and
- regulate workplace safety.

Compliance with these laws and regulations could increase our costs of operation. Violation of these laws may subject us to significant fines, penalties or disposal costs, which could negatively impact our results of operations, financial condition or cash flows. We could be responsible for the investigation and remediation of environmental conditions at currently or formerly owned, operated or leased sites, as well as for associated liabilities, including liabilities for natural resource damages, third-party property damage or personal injury resulting from lawsuits that could be brought by the government or private litigants, relating to our operations, the operations of facilities or the land on which our facilities are located. We may be subject to these liabilities regardless of whether we operate, lease or own the facility, and regardless of whether such environmental conditions were created by us or by a prior owner or tenant, or by a third party or a neighboring facility whose operations may have affected such facility or land. That is because liability for contamination under certain environmental laws can be imposed on current or past owners, lessors or operators of a site without regard to fault. We cannot assure you that environmental conditions relating to our prior, existing or future sites or those of predecessor companies whose liabilities we may have assumed or acquired will not have a material adverse effect on our business, financial condition or results of operations.

State efforts to regulate the construction or expansion of healthcare facilities could impair our ability to operate and expand our operations.

A majority of the states in which we operate facilities have enacted CON laws that regulate the construction or expansion of healthcare facilities, certain capital expenditures or changes in services or bed capacity. In giving approval for these actions, these states consider the need for additional or expanded healthcare facilities or services. Our failure to obtain necessary state approval could (i) result in our inability to acquire a targeted facility, complete a desired expansion or make a desired replacement, (ii) make a facility ineligible to receive reimbursement under the Medicare or Medicaid programs or (iii) result in the revocation of a facility's license or imposition of civil or criminal penalties, any of which could harm our business.

In addition, significant CON reforms have been proposed in a number of states that would increase the capital spending thresholds and provide exemptions of various services from review requirements. In the past, we have not experienced any material adverse effects from such requirements, but we cannot predict the impact of these changes upon our operations.

We are required to treat patients with emergency medical conditions regardless of ability to pay.

In accordance with our internal policies and procedures, as well as EMTALA, we provide a medical screening examination to any individual who comes to one of our hospitals seeking medical treatment (whether or not such individual is eligible for insurance benefits and regardless of ability to pay) to determine if such individual has an emergency medical condition. If it is determined that such person has an emergency medical condition, we provide such further medical examination and treatment as is required to stabilize the patient's medical condition, within the facility's capability, or arrange for the transfer of the individual to another medical facility in accordance with applicable law and the treating hospital's written procedures. Our hospitals may face substantial civil penalties if we fail to provide appropriate screening and stabilizing treatment or fail to facilitate other appropriate transfers as required by EMTALA.

We are subject to taxation in the U.S., Puerto Rico and various state jurisdictions. Any adverse development in the tax laws of such jurisdictions or any disagreement with our tax positions could have a material adverse effect on our business, financial condition or results of operations. In addition, our effective tax rate could change materially as a result of changes in tax laws.

We are subject to taxation in, and to the tax laws and regulations of, the U.S., Puerto Rico and various state jurisdictions as a result of our operations and our corporate and financing structure. Adverse developments in these tax laws or regulations, or any change in position regarding the application, administration or interpretation thereof, in any applicable jurisdiction, could have a material adverse effect on our business, financial condition or results of operations. In addition, the tax authorities in any applicable jurisdiction may disagree with the tax treatment or characterization of any of our transactions, which, if successfully challenged by such tax authorities, could have a material adverse effect on our business, financial condition or results of operations. Certain changes in the mix of our earnings between jurisdictions and assumptions used in the calculation of income taxes, among other factors, could have a material adverse effect on our overall effective tax rate.

General Risk Factors

Provisions of our charter documents or Delaware law could delay or prevent an acquisition of us, even if the acquisition would be beneficial to our stockholders, and could make it more difficult for stockholders to change management.

Provisions of our amended and restated certificate of incorporation and amended and restated bylaws may discourage, delay or prevent a merger, acquisition or other change in control that stockholders may consider favorable, including transactions in which stockholders might otherwise receive a premium for their shares. This is because these provisions may prevent or frustrate attempts by stockholders to replace or remove our management. These provisions include:

- a classified board of directors;
- a prohibition on stockholder action through written consent;
- a requirement that special meetings of stockholders be called only upon a resolution approved by a majority of our directors then in office;
- advance notice requirements for stockholder proposals and nominations; and
- the authority of the board of directors to issue preferred stock with such terms as the board of directors may determine.

Section 203 of the Delaware General Corporation Law (the “DGCL”) prohibits a publicly-held Delaware corporation from engaging in a business combination with an interested stockholder, generally a person that together with its affiliates owns or within the last three years has owned 15% of voting stock, for a period of three years after the date of the transaction in which the person became an interested stockholder, unless the business combination is approved in a prescribed manner. Although we have elected not to be subject to Section 203 of the DGCL, our amended and restated certificate of incorporation contains provisions that have the same effect as Section 203, except that they provide that Waud Capital Partners, L.L.C. (“WCP”), its affiliates and any investment fund managed by WCP and any persons to whom WCP sells at least five percent (5%) of our outstanding voting stock will be deemed to have been approved by our board of directors, and thereby not subject to the restrictions set forth in our amended and restated certificate of incorporation that have the same effect as Section 203 of the DGCL. Accordingly, the provision in our amended and restated certificate of incorporation that adopts a modified version of Section 203 of the DGCL may discourage, delay or prevent a change in control of us.

As a result of these provisions in our charter documents and Delaware law, the price investors may be willing to pay in the future for shares of our common stock may be limited.

Fluctuations in our operating results, quarter to quarter earnings and other factors, including factors outside our control, may result in significant decreases in the price of our common stock.

The stock markets experience volatility, in some cases unrelated to operating performance. These broad market fluctuations may adversely affect the trading price of our common stock and, as a result, there may be significant volatility in the market price of our common stock. If we are unable to operate our facilities as profitably as we have in the past or as our investors expect us to in the future, the market price of our common stock will likely decline when it becomes apparent that the market expectations may not be realized. In addition to our operating results, many economic and other factors outside of our control could have an adverse effect on the price of our common stock and increase fluctuations in our quarterly earnings. These factors include certain of the risks discussed herein, outcomes of political elections, demographic changes, operating results of other healthcare companies, changes in our financial estimates or recommendations of securities analysts, speculation in the press or investment community, the possible effects of war, terrorist and other hostilities, adverse weather conditions, managed care contract negotiations and terminations, changes in general conditions in the economy or the financial markets or other developments affecting the healthcare industry.

Future sales of common stock by our existing stockholders may cause our stock price to fall.

The market price of our common stock could decline as a result of sales by us or our existing stockholders, particularly our largest stockholders, our directors and executive officers, in the market, or the perception that these sales could occur. These sales might also make it more difficult for us to sell equity securities at a time and price that we deem appropriate.

If securities or industry analysts do not publish research or reports about our business, if they were to change their recommendations regarding our stock adversely or if our operating results do not meet their expectations, our stock price and trading volume could decline.

The trading market for our common stock will be influenced by the research and reports that industry or securities analysts publish about us. If one or more of these analysts cease coverage of us or fail to publish regular reports on us, we could lose visibility

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in the financial markets, which in turn could cause our stock price or trading volume to decline. Moreover, if one or more of the analysts who cover us downgrade our stock or if our operating results do not meet their expectations, our stock price could decline.

We incur substantial costs as a result of being a public company.

As a public company, we incur significant legal, accounting, insurance and other expenses, including costs associated with public company reporting requirements. We incur costs associated with complying with the requirements of the Sarbanes-Oxley Act, the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”), and related rules implemented by the SEC and NASDAQ. Enacted in July 2010, the Dodd-Frank Act contains significant corporate governance and executive compensation-related provisions, some of which the SEC has implemented by adopting additional rules and regulations in areas such as executive compensation. The expenses incurred by public companies generally for reporting and corporate governance purposes have been increasing. Management expects these laws and regulations to increase our legal and financial compliance costs and to make some activities more time-consuming and costly, although management is currently unable to estimate these costs with any degree of certainty. These laws and regulations could make it more difficult or costly for us to obtain certain types of insurance, including director and officer liability insurance, and we may be forced to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. These laws and regulations could also make it more difficult for us to attract and retain qualified persons to serve on our board of directors, our board committees or as our executive officers. Furthermore, if we are unable to satisfy our obligations as a public company, we could be subject to delisting of our common stock, fines, sanctions and other regulatory action and potentially civil litigation.

Item 1B. Unresolved Staff Comments.

None.

Item 2. Properties.

The following table lists, by state or country, the number of behavioral healthcare facilities directly or indirectly owned and operated by us at December 31, 2021:

State	Facilities	Operated Beds
Alaska	1	—
Arizona	4	481
Arkansas	6	777
California	25	484
Delaware	2	120
Florida	9	481
Georgia	5	390
Illinois	1	192
Indiana	8	227
Iowa	2	—
Kansas	1	—
Kentucky	1	—
Louisiana	6	467
Maine	5	—
Maryland	3	—
Massachusetts	14	215
Michigan	6	456
Mississippi	3	476
Missouri	6	552
Nevada	3	134
New Hampshire	2	—
New Jersey	1	—
New Mexico	1	46
North Carolina	10	503
Ohio	6	290
Oklahoma	4	108
Oregon	7	—
Pennsylvania	29	1,727
Rhode Island	2	—
South Carolina	1	63
South Dakota	1	126
Tennessee	13	895
Texas	5	555
Utah	6	147
Vermont	7	292
Virginia	1	—
Washington	9	137
West Virginia	7	—
Wisconsin	14	35
International		
Puerto Rico	1	172
	238	10,548

Additionally, we provided outpatient services in Montana at December 31, 2021. See “Item 1. Business— U.S. Operations” for a summary description of the facilities that we own and lease. In addition, we currently lease approximately 61,000 square feet of office space at 6100 Tower Circle, Franklin, Tennessee, for our corporate headquarters. Our headquarters and facilities are generally well maintained and in good operating condition.

Item 3. Legal Proceedings.

Information with respect to this item may be found in Note 20—Commitments and Contingencies in the accompanying notes to our consolidated financial statements beginning on Page F-1 of this Annual Report on Form 10-K, which information is incorporated herein by reference.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Our common stock is listed for trading on The NASDAQ Global Select Market under the symbol "ACHC."

Stockholders

As of March 1, 2022, there were approximately 538 holders of record of our common stock.

Recent Sales of Unregistered Securities

None.

Issuer Purchases of Equity Securities

During the three months ended December 31, 2021, the Company withheld shares of Company common stock to satisfy employee minimum statutory tax withholding obligations payable upon the vesting of restricted stock, as follows:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
October 1 – October 31	1,400	$ 55.33	—	—
November 1 – November 30	1,052	$ 64.22	—	—
December 1 – December 31	767	$ 56.19	—	—
Total	3,219			

Dividends

We have never declared or paid dividends on our common stock. We currently intend to retain all available funds and any future earnings to fund the development and growth of our business and to repay indebtedness, and therefore we do not anticipate paying any cash dividends in the foreseeable future. Additionally, because we are a holding company, our ability to pay dividends on our common stock is limited by restrictions on the ability of our subsidiaries to pay dividends or make distributions to us, including restrictions under the terms of the agreements governing our indebtedness. Any future determination to pay dividends will be at the discretion of our board of directors, subject to compliance with covenants in current and future agreements governing our indebtedness (including our Amended and Restated Senior Credit Facility and the indenture governing our Senior Notes), and will depend upon our results of operations, financial condition, capital requirements and other factors that our board of directors deems relevant.

Item 6. [Reserved]

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

You should read the following discussion and analysis of our financial condition and results of operations with our audited consolidated financial statements and notes thereto included elsewhere in this Annual Report on Form 10-K.

Cautionary Note Regarding Forward-Looking Statements

This Annual Report on Form 10-K contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include any statements that address future results or occurrences. In some cases you can identify forward-looking statements by terminology such as "may," "might," "will," "would," "should," "could" or the negative thereof. Generally, the words "anticipate," "believe," "continue," "expect," "intend," "estimate," "project," "plan" and similar expressions identify forward-looking statements. In particular, statements about our expectations, beliefs, plans, objectives, assumptions or future events or performance contained are forward-looking statements.

We have based these forward-looking statements on our current expectations, assumptions, estimates and projections. While we believe these expectations, assumptions, estimates and projections are reasonable, such forward-looking statements are only predictions and involve known and unknown risks, uncertainties and other factors, many of which are outside of our control, which could cause our actual results, performance or achievements to differ materially from any results, performance or achievements expressed or implied by such forward-looking statements. These risks, uncertainties and other factors include, but are not limited to, the following:

- the impact of the COVID-19 pandemic on our inpatient and outpatient volumes, or disruptions caused by other pandemics, epidemics or outbreaks of infectious diseases;
- the impact of vaccine and other pandemic-related mandates imposed by local, state and federal authorities on our business;
- costs of providing care to our patients, including increased staffing, equipment and supply expenses resulting from the COVID-19 pandemic;
- our ability to identify and integrate a new chief executive officer;
- our significant indebtedness, our ability to meet our debt obligations, and our ability to incur substantially more debt;
- our ability to implement our business strategies, especially in light of the COVID-19 pandemic;
- the impact of payments received from the government and third-party payors on our revenue and results of operations;
- the impact of an increase in uninsured or underinsured patients or the deterioration in the collectability of patient accounts receivables;
- difficulties in successfully integrating the operations of acquired facilities or realizing the potential benefits and synergies of our acquisitions and joint ventures;
- our ability to recruit and retain quality psychiatrists and other physicians, nurses, counselors and other medical support personnel;
- the impact of competition for staffing on our labor costs and profitability;
- the impact of increases to our labor costs;
- the impact of the economic and employment conditions on our business and future results of operations;
- the occurrence of patient incidents, which could result in negative media coverage, adversely affect the price of our securities and result in incremental regulatory burdens and governmental investigations;
- our future cash flow and earnings;
- our restrictive covenants, which may restrict our business and financing activities;
- the impact of adverse weather conditions, including the effects of hurricanes, wildfires and other natural disasters;
- compliance with laws and government regulations;
- the impact of claims brought against us or our facilities including claims for damages for personal injuries, medical malpractice, overpayments, breach of contract, securities law violations, tort and employee related claims;
- the impact of governmental investigations, regulatory actions and whistleblower lawsuits;

- any failure to comply with the terms of the Company's corporate integrity agreement with the OIG;
- the impact of healthcare reform in the U.S.;
- the risk of a cyber-security incident and any resulting adverse impact on our operations or violation of laws and regulations regarding information privacy;
- the impact of our highly competitive industry on patient volumes;
- our dependence on key management personnel, key executives and local facility management personnel;
- our acquisition, joint venture and wholly-owned de novo strategies, which expose us to a variety of operational and financial risks, as well as legal and regulatory risks;
- the impact of state efforts to regulate the construction or expansion of healthcare facilities on our ability to operate and expand our operations;
- our potential inability to extend leases at expiration;
- the impact of controls designed to reduce inpatient services on our revenue;
- the impact of different interpretations of accounting principles on our results of operations or financial condition;
- the impact of environmental, health and safety laws and regulations, especially in locations where we have concentrated operations;
- the impact of laws and regulations relating to privacy and security of patient health information and standards for electronic transactions;
- our ability to cultivate and maintain relationships with referral sources;
- the impact of a change in the mix of our earnings, adverse changes in our effective tax rate and adverse developments in tax laws generally;
- changes in interpretations, assumptions and expectations regarding recent tax legislation, including provisions of the CARES Act and additional guidance that may be issued by federal and state taxing authorities;
- failure to maintain effective internal control over financial reporting;
- the impact of fluctuations in our operating results, quarter to quarter earnings and other factors on the price of our securities;
- the impact of the trend for insurance companies and managed care organizations to enter into sole source contracts on our ability to obtain patients;
- the impact of value-based purchasing programs on our revenue; and
- those risks and uncertainties described from time to time in our filings with the SEC.

Given these risks and uncertainties, you are cautioned not to place undue reliance on such forward-looking statements. These risks and uncertainties may cause our actual future results to be materially different than those expressed in our forward-looking statements. These forward-looking statements are made only as of the date of this Annual Report on Form 10-K. We do not undertake and specifically decline any obligation to update any such statements or to publicly announce the results of any revisions to any such statements to reflect future events or developments.

Overview

Our business strategy is to acquire and develop behavioral healthcare facilities and improve our operating results within our facilities and our other behavioral healthcare operations. We strive to improve the operating results of our facilities by providing high-quality services, expanding referral networks and marketing initiatives while meeting the increased demand for behavioral healthcare services through expansion of our current locations as well as developing new services within existing locations. At December 31, 2021, we operated 238 behavioral healthcare facilities with approximately 10,500 beds in 40 states and Puerto Rico. During the year ended December 31, 2021, we added 375 beds in the U.S., consisting of 295 added to existing facilities and 80 added through the opening of one wholly-owned facility, and opened 10 CTCs. On January 19, 2021, we completed the sale of the U.K. operations, which included 345 facilities and approximately 8,200 beds. For the year ending December 31, 2022, we expect to add approximately 300 beds to existing facilities, and 350 beds through the opening of two wholly-owned facilities and two joint venture facilities and expect to open at least six CTCs.

We are the leading publicly traded pure-play provider of behavioral healthcare services in the U.S. Management believes that we are positioned as a leading platform in a highly fragmented industry under the direction of an experienced management team that has significant industry expertise. Management expects to take advantage of several strategies that are more accessible as a result of our increased size and geographic scale, including continuing a national marketing strategy to attract new patients and referral sources, increasing our volume of out-of-state referrals, providing a broader range of services to new and existing patients and clients and selectively pursuing opportunities to expand our facility and bed count in the U.S. through acquisitions, de novo facilities, joint ventures and bed additions in existing facilities.

On January 19, 2021, we completed the U.K. Sale pursuant to a Share Purchase Agreement in which we sold all of the securities of AHC-WW Jersey Limited, a private limited liability company incorporated in Jersey and a subsidiary of the Company, which constituted the entirety of our U.K. operations. The U.K. Sale resulted in approximately $1,525 million of gross proceeds before deducting the settlement of existing foreign currency hedging liabilities of $85 million based on the current GBP to USD exchange rate, cash retained by the buyer and transaction costs. We used the net proceeds of approximately $1,425 million (excluding cash retained by the buyer) along with cash from the balance sheet to reduce debt by $1,640 million during the first quarter of 2021. As a result of the U.K. Sale, we reported, for all periods presented, results of operations and cash flows of the U.K. operations as discontinued operations in the accompanying financial statements.

Acquisitions

On December 31, 2021, we acquired the equity of CenterPointe for cash consideration of approximately $139 million. The acquisition was funded through a combination of cash on hand and a $70.0 million draw on the Revolving Facility. CenterPointe operates four acute inpatient hospitals with 306 beds and ten outpatient locations primarily in Missouri.

On April 1, 2019, we completed the acquisition of Bradford Recovery Center, a specialty treatment facility with 46 beds located in Millerton, Pennsylvania, for cash consideration of approximately $4.5 million.

On February 15, 2019, we completed the acquisition of Whittier Pavilion, an inpatient psychiatric facility with 71 beds located in Haverhill, Massachusetts, for cash consideration of approximately $17.9 million. Also on February 15, 2019, we completed the acquisition of Mission Treatment for cash consideration of approximately $22.5 million. Mission Treatment operates nine comprehensive treatment centers in California, Nevada, Arizona and Oklahoma.

Results of Operations

The following table illustrates our consolidated results of operations for the respective periods shown (dollars in thousands):

	Year Ended December 31,					
	2021		2020		2019	
	Amount	%	Amount	%	Amount	%
Revenue	2,314,394	100.0%	2,089,929	100.0%	2,008,381	100.0%
Salaries, wages and benefits	1,243,804	53.7%	1,154,522	55.2%	1,107,357	55.1%
Professional fees	136,739	5.9%	120,489	5.8%	118,451	5.9%
Supplies	90,702	3.9%	87,241	4.2%	85,534	4.3%
Rents and leases	38,519	1.7%	37,362	1.8%	35,486	1.8%
Other operating expenses	301,339	13.0%	262,272	12.5%	259,536	12.9%
Income from provider relief fund	(17,900)	(0.8)%	(32,819)	(1.6)%	—	0.0%
Depreciation and amortization	106,717	4.6%	95,256	4.6%	87,923	4.4%
Interest expense, net	76,993	3.3%	158,105	7.6%	187,325	9.3%
Debt extinguishment costs	24,650	1.1%	7,233	0.3%	—	0.0%
Loss on impairment	24,293	1.0%	4,751	0.2%	27,217	1.4%
Transaction-related expenses	12,778	0.6%	11,720	0.6%	21,157	1.1%
	2,038,634	88.0%	1,906,132	91.2%	1,929,986	96.2%
Income from continuing operations before income taxes	275,760	12.0%	183,797	8.8%	78,395	3.8%
Provision for income taxes	67,557	2.9%	40,606	1.9%	25,085	1.2%
Income from continuing operations	208,203	8.9%	143,191	6.8%	53,310	2.6%
(Loss) income from discontinued operations, net of taxes	(12,641)	(0.5)%	(812,390)	(38.9)%	56,812	2.8%
Net income (loss)	195,562	8.4%	(669,199)	(32.0)%	110,122	5.5%
Net income attributable to noncontrolling interest	(4,927)	(0.2)%	(2,933)	(0.1)%	(1,199)	(0.1)%
Net income (loss) attributable to Acadia Healthcare Company, Inc.	190,635	8.2%	(672,132)	(32.2)%	108,923	5.4%

At December 31, 2021, we operated 238 behavioral healthcare facilities with approximately 10,500 beds in 40 states and Puerto Rico. For all periods presented, results of operations and cash flows of the U.K. are presented as discontinued operations in the accompanying financial statements.

We are encouraged by the favorable trends in our business and believe we are well positioned to capitalize on the expected growth in demand for behavioral health services. As with many other healthcare providers and other industries across the country, we are currently dealing with a tight labor market. However, we believe the diversity of our markets and service lines and our proactive focus helps us manage through this environment. Generally, the challenges that we have faced are temporary and market specific. We remain focused on ensuring that we have the level of staff to meet the demand in our markets across our 40 states.

The following table sets forth percent changes in same facility operating data for our U.S. Facilities for the years ended December 31, 2021 and 2020 compared to the previous years:

	Year Ended December 31,	
	2021	2020
U.S. Same Facility Results (a)		
Revenue growth	10.9%	3.9%
Patient days growth	4.3%	2.5%
Admissions growth	3.5%	(0.6)%
Average length of stay change (b)	0.8%	3.2%
Revenue per patient day growth	6.3%	1.4%
Adjusted EBITDA margin change (c)	150 bps	250 bps
Adjusted EBITDA margin excluding income from provider relief fund	220 bps	—

(a) Results for the periods presented include facilities we have operated more than one year and exclude certain closed services.

(b) Average length of stay is defined as patient days divided by admissions.

(c) Adjusted EBITDA is defined as income before provision for income taxes, equity-based compensation expense, debt extinguishment costs, loss on impairment, transaction-related expenses, interest expense and depreciation and amortization. Management uses Adjusted EBITDA as an analytical indicator to measure performance and to develop strategic objectives and operating plans. Adjusted EBITDA is commonly used as an analytical indicator within the health care industry, and also serves as a measure of leverage capacity and debt service ability. Adjusted EBITDA should not be considered as a measure of financial performance under GAAP, and the items excluded from Adjusted EBITDA are significant components in understanding and assessing financial performance. Because Adjusted EBITDA is not a measurement determined in accordance with GAAP and is thus susceptible to varying calculations, Adjusted EBITDA, as presented, may not be comparable to other similarly titled measures of other companies. For the years ended December 31, 2021 and 2020, Adjusted EBIDTA includes income from provider relief fund of $17.9 million and $32.8 million, respectively.

Year Ended December 31, 2021 compared to the Year Ended December 31, 2020

Revenue. Revenue increased $224.5 million, or 10.7%, to $2,314.4 million for the year ended December 31, 2021 from $2,089.9 million for the year ended December 31, 2020. Same facility revenue increased by $225.6 million, or 10.9%, for the year ended December 31, 2021 compared to the year ended December 31, 2020, resulting from same facility growth in patient days of 4.3% and an increase in same facility revenue per day of 6.3%. Consistent with the same facility patient day growth in 2020, the growth in same facility patient days for the year ended December 31, 2021 compared to the year ended December 31, 2020 resulted from the addition of beds to our existing facilities and ongoing demand for our services.

Salaries, wages and benefits. Salaries, wages and benefits ("SWB") expense was $1,243.8 million for the year ended December 31, 2021 compared to $1,154.5 million for the year ended December 31, 2020, an increase of $89.3 million. SWB expense included $37.5 million and $22.5 million of equity-based compensation expense for the years ended December 31, 2021 and 2020, respectively. Excluding equity-based compensation expense, SWB expense was $1,206.3 million, or 52.1% of revenue, for the year ended December 31, 2021, compared to $1,132.0 million, or 54.2% of revenue, for the year ended December 31, 2020. Same facility SWB expense was $1,115.0 million for the year ended December 31, 2021, or 48.5% of revenue, compared to $1,049.0 million for the year ended December 31, 2020, or 50.6% of revenue.

Professional fees. Professional fees were $136.7 million for the year ended December 31, 2021, or 5.9% of revenue, compared to $120.5 million for the year ended December 31, 2020, or 5.8% of revenue. Same facility professional fees were $123.3 million for the year ended December 31, 2021, or 5.4% of revenue, compared to $108.0 million, for the year ended December 31, 2020, or 5.2% of revenue.

Supplies. Supplies expense was $90.7 million for the year ended December 31, 2021, or 3.9% of revenue, compared to $87.2 million for the year ended December 31, 2020, or 4.2% of revenue. Same facility supplies expense was $89.7 million for the year ended December 31, 2021, or 3.9% of revenue, compared to $86.6 million for the year ended December 31, 2020, or 4.2% of revenue.

Rents and leases. Rents and leases were $38.5 million for the year ended December 31, 2021, or 1.7% of revenue, compared to $37.4 million for the year ended December 31, 2020, or 1.8% of revenue. Same facility rents and leases were $34.5 million for the year ended December 31, 2021, or 1.5% of revenue, compared to $34.1 million for the year ended December 31, 2020, or 1.6% of revenue.

Other operating expenses. Other operating expenses consisted primarily of purchased services, utilities, insurance, travel and repairs and maintenance expenses. Other operating expenses were $301.3 million for the year ended December 31, 2021, or 13.0% of revenue, compared to $262.3 million for the year ended December 31, 2020, or 12.5% of revenue. Same facility other operating expenses were $286.2 million for the year ended December 31, 2021, or 12.4% of revenue, compared to $256.0 million for the year ended December 31, 2020, or 12.3% of revenue.

Income from provider relief fund. For the year ended December 31, 2021, we recorded $17.9 million in income from provider relief fund related to PHSSE funds received in 2021. For the year ended December 31, 2020, we recorded $32.8 million of income from provider relief fund related to $34.9 million of PHSSE funds received from April through December 2020. Our recognition of this income in the fourth quarter of 2020 was based on revised guidance in the CAA enacted in December 2020.

Depreciation and amortization. Depreciation and amortization expense was $106.7 million for the year ended December 31, 2021, or 4.6% of revenue, compared to $95.3 million for the year ended December 31, 2020, or 4.6% of revenue.

Interest expense. Interest expense was $77.0 million for the year ended December 31, 2021 compared to $158.1 million for the year ended December 31, 2020. The decrease in interest expense was primarily due to debt repayments in connection with the U.K. Sale.

Debt extinguishment costs. Debt extinguishment costs were $24.7 million for the year ended December 31, 2021 and represented $6.3 million of cash charges and $18.4 million of non-cash charges in connection with the redemption of the 5.625% Senior Notes and the 6.500% Senior Notes and the termination of the Prior Credit Facility. Debt extinguishment costs were $7.2 million for the year ended December 31, 2020 and represented $1.4 million of cash charges and $5.8 million of non-cash charges recorded in connection with the redemption of the 6.125% Senior Notes and the 5.125% Senior Notes, the issuance of the 5.000% Senior Notes and the Fourth Repricing Facilities Amendment.

Loss on impairment. Loss on impairment was $24.3 million for the year ended December 31, 2021. During the second quarter of 2021, we opened a 260-bed replacement facility in Pennsylvania and recorded a non-cash property impairment charge of $23.2 million for the existing facility. Additionally, during the third quarter of 2021, we recorded a $1.1 million non-cash property impairment charge for one facility in Louisiana resulting from hurricane damage. Loss on impairment of $4.8 million for the year end December 31, 2020 represents a non-cash long-lived asset impairment charge of $4.2 million and $0.6 million related to indefinite-lived asset impairment related to closed facilities in the U.S.

Transaction-related expenses. Transaction-related expenses were $12.8 million for the year ended December 31, 2021 compared to $11.7 million for the year ended December 31, 2020. Transaction-related expenses represent legal, accounting, termination, restructuring, strategic review and other similar costs incurred in the respective periods, as summarized below (in thousands):

	Year Ended December 31,	
	2021	2020
Legal, accounting and other acquisition-related costs	$ 8,315	$ 8,252
Termination, restructuring and strategic review costs	4,463	3,468
	$ 12,778	$ 11,720

Discontinued Operations. Loss from discontinued operations for the year ended December 31, 2021 was $12.6 million compared to loss from discontinued operations of $812.4 million for the year ended December 31, 2020. The year ended December 31, 2020 included a loss on sale of $867.3 million and a non-cash long-lived asset impairment charge of $20.2 million related to the decision to close certain U.K. elderly care facilities.

Provision for income taxes. For the year ended December 31, 2021, the provision for income taxes was $67.6 million, reflecting an effective tax rate of 24.5%, compared to $40.6 million, reflecting an effective tax rate of 22.1%, for the year ended December 31, 2020. The increase in the effective tax rate for the year ended December 31, 2021 was primarily attributable to our recognition of a deferred tax liability as a result of a change in our previous permanent reinvestment assertion and non-recurring impacts of U.S. and U.K. tax legislation enacted in 2020.

Year Ended December 31, 2020 compared to the Year Ended December 31, 2019

Revenue. Revenue increased $81.5 million, or 4.1%, to $2,089.9 million for the year ended December 31, 2020 from $2,008.4 million for the year ended December 31, 2019. Same facility revenue increased by $78.5 million, or 3.9%, for the year ended December 31, 2020 compared to the year ended December 31, 2019, resulting from same facility growth in patient days of 2.5% and an increase in same facility revenue per day of 1.4%. Consistent with the same facility patient day growth in 2019, the growth in same facility patient days for the year ended December 31, 2020 compared to the year ended December 31, 2019 resulted from the addition of beds to our existing facilities and ongoing demand for our services.

Salaries, wages and benefits. SWB expense was $1,154.5 million for the year ended December 31, 2020 compared to $1,107.4 million for the year ended December 31, 2019, an increase of $47.2 million. SWB expense included $22.5 million and $17.3 million of equity-based compensation expense for the years ended December 31, 2020 and 2019, respectively. Excluding equity-based compensation expense, SWB expense was $1,132.0 million, or 54.2% of revenue, for the year ended December 31, 2020, compared to $1,090.1 million, or 54.3% of revenue, for the year ended December 31, 2019. Same facility SWB expense was $1,047.7 million for the year ended December 31, 2020, or 50.5% of revenue, compared to $1,018.3 million for the year ended December 31, 2019, or 51.0% of revenue.

Professional fees. Professional fees were $120.5 million for the year ended December 31, 2020, or 5.8% of revenue, compared to $118.5 million for the year ended December 31, 2019, or 5.9% of revenue. Same facility professional fees were $171.9 million for

the year ended December 31, 2020, or 8.3% of revenue, compared to $171.2 million, for the year ended December 31, 2019, or 8.6% of revenue.

Supplies. Supplies expense was $87.2 million for the year ended December 31, 2020, or 4.2% of revenue, compared to $85.5 million for the year ended December 31, 2019, or 4.3% of revenue. Same facility supplies expense was $86.2 million for the year ended December 31, 2020, or 4.2% of revenue, compared to $84.6 million for the year ended December 31, 2019, or 4.2% of revenue.

Rents and leases. Rents and leases were $37.4 million for the year ended December 31, 2020, or 1.8% of revenue, compared to $35.5 million for the year ended December 31, 2019, or 1.8% of revenue. Same facility rents and leases were $33.8 million for the year ended December 31, 2020, or 1.6% of revenue, compared to $32.3 million for the year ended December 31, 2019, or 1.6% of revenue.

Other operating expenses. Other operating expenses consisted primarily of purchased services, utilities, insurance, travel and repairs and maintenance expenses. Other operating expenses were $262.3 million for the year ended December 31, 2020, or 12.5% of revenue, compared to $259.5 million for the year ended December 31, 2019, or 12.9% of revenue. Same facility other operating expenses were $189.7 million for the year ended December 31, 2020, or 9.1% of revenue, compared to $184.1 million for the year ended December 31, 2019, or 9.2% of revenue.

Income from provider relief fund. For the year ended December 31, 2020, we recorded $32.8 million of income from provider relief fund related to $34.9 million of PHSSE funds received from April through December 2020. Our recognition of this income in the fourth quarter of 2020 was based on revised guidance in the CAA enacted in December 2020.

Depreciation and amortization. Depreciation and amortization expense was $95.3 million for the year ended December 31, 2020, or 4.6% of revenue, compared to $87.9 million for the year ended December 31, 2019, or 4.4% of revenue.

Interest expense. Interest expense was $158.1 million for the year ended December 31, 2020 compared to $187.3 million for the year ended December 31, 2019. The decrease in interest expense was primarily a result of lower interest rates applicable to our variable-rate debt.

Debt extinguishment costs. Debt extinguishment costs were $7.2 million for the year ended December 31, 2020 and represented $1.4 million of cash charges and $5.8 million of non-cash charges recorded in connection with the redemption of the 6.125% Senior Notes and the 5.125% Senior Notes, the issuance of the 5.000% Senior Notes and the Fourth Repricing Facilities Amendment.

Loss on impairment. Loss on impairment of $4.8 million for the year ended December 31, 2020 represents a non-cash long-lived asset impairment charge of $4.2 million and $0.6 million related to indefinite-lived asset impairment related to closed facilities in the U.S. Loss on impairment of $27.2 million for the year ended December 31, 2019 represents a non-cash long-lived asset impairment charge of $27.2 million related to two closed U.S. Facilities.

Transaction-related expenses. Transaction-related expenses were $11.7 million for the year ended December 31, 2020 compared to $21.2 million for the year ended December 31, 2019. Transaction-related expenses represent legal, accounting, termination, restructuring, strategic review, management transition and other similar costs incurred in the respective periods, as summarized below (in thousands):

	Year Ended December 31,	
	2020	2019
Legal, accounting and other acquisition-related costs	$ 8,252	$ 3,030
Termination, restructuring and strategic review costs	3,468	12,598
Management transition costs	—	5,529
	$ 11,720	$ 21,157

Discontinued Operations. Loss from discontinued operations for the year ended December 31, 2020 was $812.4 million compared to income from discontinued operations of $56.8 million for the year ended December 31, 2019. The year ended December 31, 2020 included a loss on sale of $867.3 million and a non-cash long-lived asset impairment charge of $20.2 million related to the decision to close certain U.K. elderly care facilities. The year ended December 31, 2019 included a non-cash long-lived asset impairment charge of $27.2 million related to the closure of certain U.K. facilities.

Provision for income taxes. For the year ended December 31, 2020, the provision for income taxes was $40.6 million, reflecting an effective tax rate of 22.1%, compared to $25.1 million, reflecting an effective tax rate of 32.0%, for the year ended December 31, 2019. The decrease in the effective tax rate for the year ended December 31, 2020 was primarily attributable to the release of a state

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valuation allowance and benefits generated from the application of federal net operating loss carryback provisions within the CARES Act. The federal net operating loss legislation within the CARES Act allows net operating losses generated in tax years 2018 through 2020 to be carried back at a 35% tax rate to offset income in tax years prior to 2018 (21% for tax years after 2017), resulting in a permanent benefit.

Liquidity and Capital Resources

Cash provided by continuing operating activities for the year ended December 31, 2021 was $374.2 million compared to $502.8 million for the year ended December 31, 2020. Operating cash flows for the year ended December 31, 2021 included net government relief funds paid of approximately $38.1 million, which consisted of $19.4 million of payroll tax deferral payments and repayment of $25.0 million of Medicare advance payments offset by receipt of $24.2 million of PHSSE Fund payments, of which $17.9 million was recognized as income from provider relief funds during 2021. Operating cash flows were impacted by an increase in earnings, a reduction in cash paid for interest and an increase in tax payments during the year ended December 31, 2021. Operating cash flows for the year ended December 31, 2020 included government relief funds received of approximately $86.6 million, which consisted of Medicare advance payments of $45.2 million, payroll tax deferrals of $39.3 million and $34.9 million of PHSSE Fund payments, of which $32.8 million was recognized as income from provider relief funds during 2020. Days sales outstanding at December 31, 2021 was 42 compared to 47 at December 31, 2020.

Cash provided by continuing investing activities for the year ended December 31, 2021 was $1,017.6 million compared to cash used in continuing investing activities of $238.2 million for the year ended December 31, 2020. Cash provided by continuing investing activities for the year ended December 31, 2021 primarily consisted of proceeds from the U.K. Sale of $1,511.0 million, proceeds from the sale of property and equipment of $3.5 million and other of $3.1 million offset by $244.8 million of cash paid for capital expenditures, $139.0 million of cash paid for acquisitions, $84.8 million of settlement of foreign currency derivatives and $31.4 million of cash paid for purchase of finance lease. Cash paid for capital expenditures for the year ended December 31, 2021 consisted of $41.8 million of routine capital expenditures and $203.0 million of expansion capital expenditures. We define expansion capital expenditures as those that increase the capacity of our facilities or otherwise enhance revenue. Routine or maintenance capital expenditures were approximately 2% of revenue for the year ended December 31, 2021. Cash used in continuing investing activities for the year ended December 31, 2020 primarily consisted of $225.0 million of cash paid for capital expenditures and other of $13.4 million offset by $0.1 million of proceeds from sale of property and equipment. Cash paid for capital expenditures for the year ended December 31, 2020 consisted of $40.7 million of routine capital expenditures and $175.9 million of expansion capital expenditures.

Cash used in continuing financing activities for the year ended December 31, 2021 was $1,641.1 million compared to $48.2 million for the year ended December 31, 2020. Cash used in continuing financing activities for the year ended December 31, 2021 primarily consisted of repayment of long-term debt of $2,227.9 million, principal payments on revolving credit facility of $330.0 million, principal payments on long-term debt of $8.0 million, payment of debt issuance costs of $8.0 million, other of $6.9 million and distributions to noncontrolling interests of $1.6 million offset by borrowing on long-term debt of $425.0 million, borrowings on revolving credit facility of $500.0 million and common stock withheld for minimum statutory taxes of $16.3 million. Cash used in continuing financing activities for the year ended December 31, 2020 primarily consisted of repayment of long-term debt of $909.8 million, principal payments on revolving credit facility of $100.0 million, principal payments on long-term debt of $41.3 million, payment of debt issuance costs of $18.3 million, other of $3.1 million and distributions to noncontrolling interests of $0.9 million offset by borrowing on long-term debt of $925.0 million, borrowings on revolving credit facility of $100.0 million and common stock withheld for minimum statutory taxes of $0.2 million.

We had total available cash and cash equivalents of $133.8 million, $378.7 million and $99.5 million at December 31, 2021, 2020 and 2019, respectively, of which approximately $20.1 million, $17.0 million and $4.2 million was held by our foreign subsidiaries, respectively. Our strategic plan does not require the repatriation of foreign cash in order to fund our operations in the U.S.

New Credit Facility

We entered into the New Credit Facility on March 17, 2021. The New Credit Facility provides for a $600.0 million Revolving Facility and a $425.0 million Term Loan Facility with each maturing on March 17, 2026 unless extended in accordance with the terms of the New Credit Facility. The Revolving Facility further provides for (i) up to $20.0 million to be utilized for the issuance of letters of credit and (ii) the availability of a swingline facility under which we may borrow up to $20.0 million.

As a part of the closing of the New Credit Facility on March 17, 2021, we (i) refinanced and terminated the Prior Credit Facility and (ii) financed the redemption of all of the outstanding 5.625% Senior Notes.

We had $426.9 million of availability under the Revolving Facility and had standby letters of credit outstanding of $3.1 million related to security for the payment of claims required by our workers' compensation insurance program at December 31, 2021.

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During the third quarter of 2021, we repaid $60.0 million of the initial $160.0 million balance outstanding on the Revolving Facility. During the fourth quarter of 2021, we had a draw of $70.0 million on the Revolving Facility related to the CenterPointe acquisition.

The New Credit Facility requires quarterly principal repayments for the Term Loan Facility of $2.7 million for March 31, 2022, $5.3 million for June 30, 2022 to March 31, 2024, $8.0 million for June 30, 2024 to March 31, 2025, $10.6 million for June 30, 2025 to December 31, 2025, with the remaining principal balance of the Term Loan Facility due on the maturity date of March 17, 2026.

We have the ability to increase the amount of the Senior Facilities, which may take the form of increases to the Revolving Facility or the Term Loan Facility or the issuance of one or more Incremental Facilities, upon obtaining additional commitments from new or existing lenders and the satisfaction of customary conditions precedent for such Incremental Facilities. Such Incremental Facilities may not exceed the sum of (i) the greater of $480.0 million and an amount equal to 100% of the Consolidated EBITDA (as defined in the New Credit Facility) of the Company and its Restricted Subsidiaries (as defined in the New Credit Facility) (as determined for the four fiscal quarter period most recently ended for which financial statements are available), and (ii) additional amounts so long as, after giving effect thereto, the Consolidated Senior Secured Net Leverage Ratio (as defined in the New Credit Facility) does not exceed 3.5 to 1.0.

Subject to certain exceptions, substantially all of our existing and subsequently acquired or organized direct or indirect wholly-owned U.S. subsidiaries are required to guarantee the repayment of our obligations under the New Credit Facility. Borrowings under the Senior Facilities bear interest at a floating rate, which will initially be, at our option, either (i) adjusted LIBOR plus 1.50% or (ii) an alternative base rate plus 0.50% (in each case, subject to adjustment based on the Company's consolidated total net leverage ratio). An unused fee initially set at 0.20% per annum (subject to adjustment based on the Company's consolidated total net leverage ratio) is payable quarterly in arrears based on the actual daily undrawn portion of the commitments in respect of the Revolving Facility.

The interest rates and the unused line fee on unused commitments related to the Senior Facilities are based upon the following pricing tiers:

Pricing Tier	Consolidated Leverage Ratio	Eurodollar Rate Loans	Base Rate Loans	Commitment Fee
1	≥ 4.50:1.0	2.250%	1.250%	0.350%
2	<4.50:1.0 but ≥ 3.75:1.0	2.000%	1.000%	0.300%
3	<3.75:1.0 but ≥ 3.00:1.0	1.750%	0.750%	0.250%
4	<3.00:1.0 but ≥ 2.25:1.0	1.500%	0.500%	0.200%
5	<2.25:1.0	1.375%	0.375%	0.200%

The New Credit Facility contains customary representations and affirmative and negative covenants, including limitations on the Company's and its subsidiaries' ability to incur additional debt, grant or permit additional liens, make investments and acquisitions, merge or consolidate with others, dispose of assets, pay dividends and distributions, pay junior indebtedness and enter into affiliate transactions, in each case, subject to customary exceptions. In addition, the New Credit Facility contains financial covenants requiring the Company on a consolidated basis to maintain, as of the last day of any consecutive four fiscal quarter period, a consolidated total net leverage ratio of not more than 5.0 to 1.0 and an interest coverage ratio of at least 3.0 to 1.0. The New Credit Facility also includes events of default customary for facilities of this type and upon the occurrence of such events of default, among other things, all outstanding loans under the Senior Facilities may be accelerated and/or the lenders' commitments terminated. At December 31, 2021, the Company was in compliance with such covenants.

Prior Credit Facility

We entered into the Senior Secured Credit Facility on April 1, 2011. On December 31, 2012, we entered into the Prior Credit Facility which amended and restated the Senior Secured Credit Facility. We amended the Prior Credit Facility from time to time as described in our prior filings with the SEC.

On April 21, 2020, we entered into the Thirteenth Amendment to the Prior Credit Facility. The Thirteenth Amendment amended the Consolidated Leverage Ratio in the prior covenant to increase such leverage ratio for the rest of 2020.

On November 13, 2020, we entered into the Fourth Repricing Facilities Amendment to the Prior Credit Facility. The Fourth Repricing Facilities Amendment extended the maturity date of each of the prior revolving line of credit and the prior TLA Facility from November 30, 2021 to November 30, 2022. The Fourth Repricing Facilities Amendment also (1) replaced the revolving line of credit in an aggregate committed amount of $500.0 million with an aggregate committed amount of approximately $459.0 million and (2) replaced the TLA Facility aggregate outstanding principal amount of approximately $352.4 million with an aggregate principal amount of approximately $318.9 million. The interest rate margin applicable to both facilities remained unchanged from the prior

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facilities, and the commitment fee applicable to the new revolving line of credit also remained unchanged from the prior revolving line of credit. In connection with the Fourth Repricing Facilities Amendment, we recorded a debt extinguishment charge of $1.0 million, including the write-off of discount and deferred financing costs, which was recorded in debt extinguishment costs in the consolidated statement of operations at December 31, 2020.

On January 5, 2021, we made a voluntary payment of $105.0 million on the Tranche B-4 Facility. On January 19, 2021, we used a portion of the net proceeds from the U.K. Sale to repay the outstanding balances of $311.7 million of the TLA Facility and $767.9 million of the Tranche B-4 Facility of the Prior Credit Facility. At March 31, 2021, in connection with the termination of the Prior Credit Facility, we recorded a debt extinguishment charge of $10.9 million, including the write-off of discount and deferred financing costs, which was recorded in debt extinguishment costs in the consolidated statement of operations.

Senior Notes

5.500% Senior Notes due 2028

On June 24, 2020, we issued $450.0 million of the 5.500% Senior Notes due 2028. The 5.500% Senior Notes mature on July 1, 2028 and bear interest at a rate of 5.500% per annum, payable semi-annually in arrears on January 1 and July 1 of each year, commencing on January 1, 2021.

5.000% Senior Notes due 2029

On October 14, 2020, we issued $475.0 million of the 5.000% Senior Notes. The 5.000% Senior Notes mature on April 15, 2029 and bear interest at a rate of 5.000% per annum, payable semi-annually in arrears on April 15 and October 15 of each year, commencing on April 15, 2021. We used the net proceeds of the 5.000% Senior Notes to prepay approximately $453.3 million of the outstanding borrowings on the Tranche B-3 Facility and used the remaining net proceeds for general corporate purposes and to pay related fees and expenses in connection with the offering. In connection with the 5.000% Senior Notes, we recorded a debt extinguishment charge of $2.9 million, including the write-off of discount and deferred financing costs of the Tranche B-3 Facility, which was recorded in debt extinguishment costs in the consolidated statement of operations for the year ended December 31, 2020.

The indentures governing the Senior Notes contain covenants that, among other things, limit our ability and the ability of our restricted subsidiaries to: (i) pay dividends, redeem stock or make other distributions or investments; (ii) incur additional debt or issue certain preferred stock; (iii) transfer or sell assets; (iv) engage in certain transactions with affiliates; (v) create restrictions on dividends or other payments by the restricted subsidiaries; (vi) merge, consolidate or sell substantially all of our assets; and (vii) create liens on assets.

The Senior Notes issued by us are guaranteed by each of our subsidiaries that guaranteed our obligations under the New Credit Facility. The guarantees are full and unconditional and joint and several.

We may redeem the Senior Notes at our option, in whole or part, at the dates and amounts set forth in the indentures.

5.625% Senior Notes due 2023

On February 11, 2015, we issued $375.0 million of the 5.625% Senior Notes. On September 21, 2015, we issued $275.0 million of additional 5.625% Senior Notes. The additional notes formed a single class of debt securities with the 5.625% Senior Notes issued in February 2015. Giving effect to this issuance, we had outstanding an aggregate of $650.0 million of the 5.625% Senior Notes. The 5.625% Senior Notes were to mature on February 15, 2023 and bear interest at a rate of 5.625% per annum, payable semi-annually in arrears on February 15 and August 15 of each year. On March 17, 2021, we redeemed the 5.625% Senior Notes.

6.500% Senior Notes due 2024

On February 16, 2016, we issued $390.0 million of the 6.500% Senior Notes. The 6.500% Senior Notes were to mature on March 1, 2024 and bear interest at a rate of 6.500% per annum, payable semi-annually in arrears on March 1 and September 1 of each year, beginning on September 1, 2016. On March 1, 2021, we redeemed the 6.500% Senior Notes.

Redemption of 5.625% Senior Notes and 6.500% Senior Notes

On January 29, 2021, we issued conditional notices of full redemption providing for the redemption in full of $650 million of the 5.625% Senior Notes and $390 million of the 6.500% Senior Notes to the holders of such notes.

On March 1, 2021, we satisfied and discharged the indentures governing the 6.500% Senior Notes. In connection with the redemption of the 6.500% Senior Notes, we recorded debt extinguishment costs of $10.5 million, including $6.3 million cash paid for breakage costs and the write-off of deferred financing costs of $4.2 million in the consolidated statement of operations.

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On March 17, 2021, we satisfied and discharged the indentures governing the 5.625% Senior Notes. In connection with the redemption of the 5.625% Senior Notes, we recorded debt extinguishment costs of $3.3 million, including the write-off of deferred financing and premiums costs in the consolidated statement of operations.

6.125% Senior Notes due 2021

On March 12, 2013, we issued $150.0 million of the 6.125% Senior Notes. The 6.125% Senior Notes were to mature on March 15, 2021 and bear interest at a rate of 6.125% per annum, payable semi-annually in arrears on March 15 and September 15 of each year. On June 24, 2020, we redeemed the 6.125% Senior Notes.

5.125% Senior Notes due 2022

On July 1, 2014, we issued $300.0 million of the 5.125% Senior Notes. The 5.125% Senior Notes were to mature on July 1, 2022 and bear interest at a rate of 5.125% per annum, payable semi-annually in arrears on January 1 and July 1 of each year. On June 24, 2020, we redeemed the 5.125% Senior Notes.

Redemption of 6.125% Senior Notes and 5.125% Senior Notes

On June 10, 2020, we issued conditional notices of full redemption providing for the redemption in full of the 6.125% Senior Notes and the 5.125% Senior Notes on the Redemption Date, in each case at the Redemption Price. On June 24, 2020, we satisfied and discharged the indentures governing the 6.125% Senior Notes and the 5.125% Senior Notes by irrevocably depositing with a trustee sufficient funds equal to the Redemption Price for the 6.125% Senior Notes and the 5.125% Senior Notes and otherwise complying with the terms in the indentures relating to the satisfaction and discharge of the 6.125% Senior Notes and the 5.125% Senior Notes. In connection with the redemption of the 6.125% Senior Notes and the 5.125% Senior Notes, we recorded a debt extinguishment charge of $3.3 million, including the write-off of the deferred financing and other costs in the consolidated statement of operations for the year ended December 31, 2020.

Other long-term debt

During the year ended December 31, 2021, we repaid other long-term debt of $3.3 million, which is reflected in financing activities in the consolidated statement of cash flows.

Contractual Obligations

The following table presents a summary of contractual obligations (dollars in thousands):

	Payments Due by Period				
	Less Than 1 Year	1-3 Years	3-5 Years	More Than 5 Years	Total
Long-term debt (a)	$ 77,142	$ 166,492	$ 624,605	$ 1,021,500	$ 1,889,739
Operating lease liabilities (b)	29,973	49,581	34,230	68,428	182,212
Finance lease liabilities	990	1,997	2,178	22,911	28,076
Total obligations and commitments	$ 108,105	$ 218,070	$ 661,013	$ 1,112,839	$ 2,100,027

(a) Amounts include required principal and interest payments. The projected interest payments reflect interest rates in place on our variable-rate debt at December 31, 2021.

(b) Amounts exclude variable components of lease payments.

Off-Balance Sheet Arrangements

At December 31, 2021, we had standby letters of credit outstanding of $3.1 million related to security for the payment of claims as required by our workers' compensation insurance program.

Market Risk

Our interest expense is sensitive to changes in market interest rates. Our long-term debt outstanding at December 31, 2021 was composed of $912.8 million of fixed-rate debt and $584.4 million of variable-rate debt with interest based on LIBOR plus an applicable margin. A hypothetical 10% increase in interest rates (which would equate to a 0.16% higher rate on our variable-rate debt) would decrease our net income and cash flows by $0.7 million on an annual basis based upon our borrowing level at December 31, 2021.

Critical Accounting Policies

Our consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the U.S. In preparing our financial statements, we are required to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, and expenses included in the financial statements. Estimates are based on historical experience and other available information, the results of which form the basis of such estimates. While management believes our estimation processes are reasonable, actual results could differ from our estimates. The following accounting policies are considered critical to the portrayal of our financial condition and operating performance and involve highly subjective and complex assumptions and assessments:

Revenue and Accounts Receivable

Our revenue is primarily derived from services rendered to patients for inpatient psychiatric and substance abuse care, outpatient psychiatric care and adolescent residential treatment. We receive payments from the following sources for services rendered in our facilities: (i) state governments under their respective Medicaid and other programs; (ii) commercial insurers; (iii) the federal government under the Medicare program administered by CMS; and (iv) individual patients and clients. We determine the transaction price based on established billing rates reduced by contractual adjustments provided to third-party payors, discounts provided to uninsured patients and implicit price concessions. Contractual adjustments and discounts are based on contractual agreements, discount policies and historical experience. Implicit price concessions are based on historical collection experience.

We derive a significant portion of our revenue from Medicare, Medicaid and other payors that receive discounts from established billing rates. The Medicare and Medicaid regulations and various managed care contracts under which these discounts must be calculated are complex, subject to interpretation and adjustment, and may include multiple reimbursement mechanisms for different types of services provided in the Company’s inpatient facilities and cost settlement provisions. Management estimates the transaction price on a payor-specific basis given its interpretation of the applicable regulations or contract terms. The services authorized and provided and related reimbursement are often subject to interpretation that could result in payments that differ from our estimates. Additionally, updated regulations and contract renegotiations occur frequently, necessitating regular review and assessment of the estimation process by management.

Settlements under cost reimbursement agreements with third-party payors are estimated and recorded in the period in which the related services are rendered and are adjusted in future periods as final settlements are determined. Final determination of amounts earned under the Medicare and Medicaid programs often occurs in subsequent years because of audits by such programs, rights of appeal and the application of numerous technical provisions. In the opinion of management, adequate provision has been made for any adjustments and final settlements. However, there can be no assurance that any such adjustments and final settlements will not have a material effect on the Company’s financial condition or results of operations. Our cost report payables were $6.5 million for the year ended December 31, 2021 and were included in other current liabilities on the consolidated balance sheet. Our cost report receivables were $5.8 million at December 31, 2020 and were included in other current assets in the consolidated balance sheets. Management believes that these receivables are properly stated and are not likely to be settled for a significantly different amount. The net adjustments to estimated cost report settlements resulted in decreases to revenue of $5.4 million, $1.3 million $0.4 million for the year ended December 31, 2021, 2020 and 2019, respectively.

The following table presents revenue by payor type and as a percentage of revenue in our U.S. Facilities for the years ended December 31, 2021, 2020 and 2019 (in thousands):

	Year Ended December 31,					
	2021		2020		2019	
	Amount	%	Amount	%	Amount	%
Commercial	$ 684,292	29.6%	$ 596,698	28.5%	$ 565,350	28.2%
Medicare	364,598	15.8%	330,070	15.8%	294,691	14.7%
Medicaid	1,147,884	49.6%	1,037,852	49.7%	1,007,102	50.1%
Self-Pay	93,425	4.0%	98,302	4.7%	118,716	5.9%
Other	24,195	1.0%	27,007	1.3%	22,522	1.1%
Revenue	$ 2,314,394	100.0%	$ 2,089,929	100.0%	$ 2,008,381	100.0%

The following tables present a summary of our aging of accounts receivable at December 31, 2021 and 2020:

December 31, 2021

	Current	30-90	90-150	>150	Total
Commercial	20.1%	6.2%	2.6%	8.2%	37.1%
Medicare	11.3%	1.7%	0.5%	2.0%	15.5%
Medicaid	28.6%	3.5%	2.0%	5.6%	39.7%
Self-Pay	1.3%	1.4%	1.4%	3.0%	7.1%
Other	0.1%	0.1%	0.2%	0.2%	0.6%
Total	61.4%	12.9%	6.7%	19.0%	100.0%

December 31, 2020

	Current	30-90	90-150	>150	Total
Commercial	19.8%	5.6%	2.2%	6.3%	33.9%
Medicare	12.0%	1.2%	0.6%	1.5%	15.3%
Medicaid	27.4%	4.7%	2.7%	8.6%	43.4%
Self-Pay	1.5%	1.4%	1.3%	2.5%	6.7%
Other	0.0%	0.3%	0.1%	0.3%	0.7%
Total	60.7%	13.2%	6.9%	19.2%	100.0%

Insurance

We are subject to medical malpractice and other lawsuits due to the nature of the services we provide. A portion of our professional liability risks are insured through a wholly-owned insurance subsidiary. We are self-insured for professional liability claims up to $3 million per claim through August 31, 2021 and $10.0 million thereafter, and have obtained reinsurance coverage from a third party to cover claims in excess of the retention limit. The reinsurance policy has a coverage limit of $60.0 million in the aggregate. Our reinsurance receivables are recognized consistent with the related liabilities and include known claims and any incurred but not reported claims that are covered by current insurance policies in place. The reserve for professional and general liability risks was estimated based on historical claims, demographic factors, industry trends, severity factors, and other actuarial assumptions. The estimated accrual for professional and general liabilities could be significantly affected should current and future occurrences differ from historical claim trends and expectations. While claims are monitored closely when estimating professional and general liability accruals, the complexity of the claims and wide range of potential outcomes often hampers timely adjustments to the assumptions used in these estimates. The professional and general liability reserve was $87.8 million at December 31, 2021, of which $11.9 million was included in other accrued liabilities and $75.9 million was included in other long-term liabilities. The professional and general liability reserve was $77.5 million at December 31, 2020, of which $9.7 million was included in other accrued liabilities and $67.8 million was included in other long-term liabilities. We estimate receivables for the portion of professional and general liability reserves that are recoverable under our insurance policies. Such receivable was $37.9 million at December 31, 2021, of which $10.8 million was included in other current assets and $27.1 million was included in other assets, and such receivable was $27.2 million at December 31, 2020, of which $6.8 million was included in other current assets and $20.4 million was included in other assets.

Our statutory workers' compensation program is fully insured with a $0.5 million deductible per accident. The workers' compensation liability was $23.6 million at December 31, 2021, of which $12.0 million was included in accrued salaries and benefits and $11.6 million was included in other long-term liabilities, and such liability was $23.0 million at December 31, 2020, of which $12.0 million was included in accrued salaries and benefits and $11.0 million was included in other long-term liabilities. The reserve for workers compensation claims was based upon independent actuarial estimates of future amounts that will be paid to claimants. Management believes that adequate provisions have been made for workers' compensation and professional and general liability risk exposures.

Property and Equipment and Other Long-Lived Assets

Property and equipment are recorded at cost. Depreciation is calculated on the straight-line basis over the estimated useful lives of the assets, which typically range from 10 to 50 years for buildings and improvements, three to seven years for equipment and the shorter of the lease term or estimated useful lives for leasehold improvements. When assets are sold or retired, the corresponding cost and accumulated depreciation are removed from the related accounts and any gain or loss is recorded in the period of sale or retirement. Repair and maintenance costs are expensed as incurred. Depreciation expense was $106.7 million, $95.3 million and $87.9 million for the years ended December 31, 2021, 2020 and 2019, respectively.

The carrying values of long-lived assets are reviewed for possible impairment whenever events, circumstances or operating results indicate that the carrying amount of an asset may not be recoverable. If this review indicates that the asset will not be

recoverable, as determined based upon the undiscounted cash flows of the operating asset over the remaining useful life, the carrying value of the asset will be reduced to its estimated fair value. Fair value estimates are based on independent appraisals, market values of comparable assets or internal evaluations of future net cash flows. During the second quarter of 2021, we opened a 260-bed replacement facility in Pennsylvania and recorded a non-cash property impairment charge of $23.2 million for the existing facility. Additionally, during the third quarter of 2021, we recorded a $1.1 million non-cash property impairment charge for one facility in Louisiana resulting from hurricane damage.

We performed an impairment review of long-lived assets in the fourth quarter of 2021 and recorded no impairment. The impairment review of long-lived assets in the fourth quarters of 2020 and 2019, indicated the carrying amounts of certain of our long-lived assets in the U.S. Facilities may not be recoverable. This created a non-cash impairment of $4.2 million and $27.2 million for the years ended December 31, 2020 and 2019, respectively. These items were recorded in loss on impairment on our consolidated statements of operations.

Goodwill and Indefinite-Lived Intangible Assets

Our goodwill and other indefinite-lived intangible assets, which consist of licenses and accreditations, trade names and certificates of need intangible assets that are not amortized, are evaluated for impairment annually during the fourth quarter or more frequently if events indicate the carrying value of a reporting unit may not be recoverable.

Subsequent to the U.K. Sale, as of our annual impairment test on October 1, 2021, we had one reporting unit, behavioral health services. The fair value of our behavioral health services reporting unit substantially exceeded its carrying value, and therefore no impairment was recorded. Additionally, during the second quarter of 2021, we sold one outpatient facility for $4.3 million and recorded a write down of $1.8 million of goodwill and $0.2 million of intangible assets related to the disposition. During the fourth quarter of 2021, we sold one outpatient facility for $1.5 million and recorded a write down of $0.7 million of goodwill and $0.1 million of intangibles related to the disposition.

As of our annual impairment test on October 1, 2020, we had two operating segments for segment reporting purposes, U.S. Facilities and U.K. Facilities, each of which represented a reporting unit for purposes of our goodwill impairment test.

Our annual goodwill impairment and other indefinite-lived intangible assets test performed as of October 1, 2020 considered recent financial performance, including the impacts of COVID-19 on certain portions of the U.K. business. The 2020 impairment test of the U.K. Facilities indicated carrying value of the reporting unit exceeded the estimated fair value and resulted in a non-cash loss on impairment of the remaining goodwill of the U.K. Facilities of $356.2 million. The non-cash loss on impairment is included in loss on sale within discontinued operations in the consolidated statement of operations. As of our impairment test on October 1, 2020, the fair value of our U.S Facilities reporting unit substantially exceeded its carrying value, and therefore no impairment was recorded. Additionally, for the year ended December 31, 2020, we recorded a non-cash impairment charge of $0.6 million related to indefinite-lived assets related to closed facilities in the U.S., which is included in loss on impairment in the consolidated statement of operations.

Income Taxes

We use the asset and liability method of accounting for income taxes. Under this method, deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes and net operating loss and tax credit carryforwards. The amount of deferred taxes on these temporary differences is determined using the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, as applicable, based on tax rates and laws in the respective tax jurisdiction enacted as of the balance sheet date.

We review our deferred tax assets for recoverability and establish a valuation allowance based on historical taxable income, projected future taxable income, applicable tax strategies, and the expected timing of the reversals of existing temporary differences. A valuation allowance is provided when it is more likely than not that some portion or all of the deferred tax assets will not be realized.

We report a liability for unrecognized tax benefits resulting from uncertain tax positions taken or expected to be taken in a tax return. We recognize interest and penalties, if any, related to unrecognized tax benefits in income tax expense.

We also have accruals for taxes and associated interest that may become payable in future years as a result of audits by tax authorities. We accrue for tax contingencies when it is more likely than not that a liability to a taxing authority has been incurred and the amount of the contingency can be reasonably estimated. Although we believe that the positions taken on previously filed tax returns are reasonable, we nevertheless have established tax and interest reserves in recognition that various taxing authorities may challenge the positions taken by us resulting in additional liabilities for taxes and interest. These amounts are reviewed as circumstances warrant and adjusted as events occur that affect our potential liability for additional taxes, such as lapsing of applicable

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statutes of limitations, conclusion of tax audits, additional exposure based on current calculations, identification of new issues, release of administrative guidance, or rendering of a court decision affecting a particular tax issue.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Information with respect to this Item is provided under the caption "Market Risk" under "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations."

Item 8. Financial Statements and Supplementary Data

Information with respect to this Item is contained in our consolidated financial statements beginning on Page F-1 of this Annual Report on Form 10-K.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this report, our management conducted an evaluation, with the participation of our chief executive officer and chief financial officer, of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")). Based on this evaluation, our chief executive officer and chief financial officer have concluded that our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to management, including our chief executive officer and chief financial officer, as appropriate to allow timely decisions regarding required disclosure.

Reports on Internal Control Over Financial Reporting

Pursuant to Section 404 of the Sarbanes-Oxley Act of 2002, we have included a report of management's assessment of the design and operating effectiveness of our internal controls as part of this report. Our independent registered public accounting firm also reported on the effectiveness of internal control over financial reporting. Management's report and the independent registered public accounting firm's report are included in our consolidated financial statements beginning on page F-1 of this report under the captions entitled "Management's Report on Internal Control Over Financial Reporting" and "Report of Independent Registered Public Accounting Firm."

Changes in Internal Control Over Financial Reporting

There have been no changes in our internal control over financial reporting during the quarter ended December 31, 2021 that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

Item 9B. Other Information.

None.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections.

Not applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

Directors

The information with respect to our directors set forth under the caption "Election of Directors" in our Definitive Proxy Statement for the Annual Meeting of Stockholders to be held May 19, 2022 is incorporated herein by reference.

Audit Committee

The information with respect to our Audit Committee and our audit committee financial experts serving on the Audit Committee is set forth under the caption "Corporate Governance – Committees of the Board of Directors – Audit Committee" in our Definitive Proxy Statement for the Annual Meeting of Stockholders to be held May 19, 2022 is incorporated herein by reference.

Executive Officers

The information with respect to our executive officers set forth under the caption "Management – Executive Officers" in our Definitive Proxy Statement for the Annual Meeting of Stockholders to be held May 19, 2022 is incorporated herein by reference.

Section 16(a) Compliance

The information with respect to compliance with Section 16(a) of the Exchange Act set forth under the caption "Security Ownership of Certain Beneficial Owners and Management—Delinquent Section 16(a) Reports" in our Definitive Proxy Statement for the Annual Meeting of Stockholders to be held May 19, 2022 is incorporated herein by reference.

Stockholder Nominees

The information with respect to the procedures by which stockholders may recommend nominees to the board of directors set forth under the caption "Corporate Governance – Nomination of Directors – Nominations by Our Stockholders" in our Definitive Proxy Statement for the Annual Meeting of Stockholders to be held May 19, 2022 is incorporated herein by reference.

Corporate Governance Documents

We have adopted a Code of Conduct that applies to all of our directors, officers and employees and a Code of Ethics for Senior Financial Officers. These documents, as well as the charters of the Audit Committee, Compensation Committee and Nominating and Governance Committee, are available on our website at www.acadiahealthcare.com on the Investors webpage under the caption "Corporate Governance." Upon the written request of any person, we will furnish, without charge, a copy of any of these documents. Requests should be directed to Acadia Healthcare Company, Inc., 6100 Tower Circle, Suite 1000, Franklin, Tennessee 37067, Attention: Christopher L. Howard, Esq. We intend to disclose any amendments to our Code of Ethics and any waiver from a provision of our code, as required by the SEC, on our website.

Item 11. Executive Compensation

The information with respect to the compensation of our executive officers set forth under the captions "Executive Compensation" and "Compensation Discussion and Analysis" and the information set forth under the captions "Director Compensation," "Corporate Governance – Compensation Committee Interlocks and Insider Participation," and "Compensation Committee Report" in our Definitive Proxy Statement for the Annual Meeting of Stockholders to be held May 19, 2022 is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information with respect to security ownership of certain beneficial owners and management and related stockholder matters set forth under the caption "Security Ownership of Certain Beneficial Owners and Management" in our Definitive Proxy Statement for the Annual Meeting of Stockholders to be held May 19, 2022 is incorporated herein by reference.

Equity Compensation Plan Information

The following table provides information at December 31, 2021 with respect to compensation plans (including individual compensation arrangements) under which shares of Common Stock are authorized for issuance:

Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights		Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (a)
Equity Compensation Plans Approved by Stockholders (b)	3,537,116	(c)	$ 42.07	4,481,404
Equity Compensation Plans Not Approved by Stockholders	—		$ —	—
Total	3,537,116			4,481,404

(a) Excludes shares to be issued upon exercise of outstanding options and vesting of outstanding restricted stock units.
(b) Represents securities issued or available for issuance under the Acadia Healthcare Company, Inc. Incentive Compensation Plan.
(c) Includes 1,504,421 shares that may be issued upon vesting of outstanding restricted stock units that vest over three years, assuming that maximum performance goals are attained in all three years.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information with respect to certain relationships and related transactions and director independence set forth under the captions “Certain Relationships and Related Transactions” and “Corporate Governance – Independence of the Board of Directors” in our Definitive Proxy Statement for the Annual Meeting of Stockholders to be held May 19, 2022 is incorporated herein by reference.

Item 14. Principal Accountant Fees and Services

The information with respect to the fees paid to and services provided by our principal accountants set forth under the caption “Ratification of Appointment of Independent Registered Public Accounting Firm” in our Definitive Proxy Statement for the Annual Meeting of Stockholders to be held May 19, 2022 is incorporated herein by reference.

PART IV

#22-034

Item 15. Exhibits and Financial Statement Schedules.

(a) The following documents are filed as part of this Annual Report on Form 10-K:

1. *Consolidated Financial Statements* :

The consolidated financial statements required to be included in Part II, Item 8, Financial Statements and Supplementary Data, begin on Page F-1 and are submitted as a separate section of this report.

2. *Financial Statement Schedules* :

All schedules are omitted because they are not applicable or are not required, or because the required information is included in the consolidated financial statements or notes in this report.

3. *Exhibits* :

Exhibit No.	Exhibit Description
2.1	Put and Call Option Deed, dated as of December 30, 2020, by and between RemedcoUK Limited and the Company. (a)
2.2	Share Purchase Agreement, dated as of January 7, 2021, by and between RemedcoUK Limited and the Company. (a)
3.1	Amended and Restated Certificate of Incorporation, as filed on October 28, 2011 with the Secretary of State of the State of Delaware, as amended by the Certificate of Amendment filed on May 25, 2017. (b)
3.2	Amended and Restated Bylaws of the Company, as amended May 25, 2017. (b)
4.1	Indenture, dated June 24, 2020, by and among the Company, the guarantors party thereto and U.S. Bank National Association, as Trustee. (c)
4.2	Form of 5.500% Senior Note due 2028 (included as Exhibit A1 in Exhibit 4.1).
4.3	Indenture, dated October 14, 2020, by and among the Company, the guarantors party thereto and U.S. Bank National Association, as Trustee. (d)
4.4	Form of 5.000% Senior Note due 2029 (included as Exhibit A1 in Exhibit 4.3).
4.5	Amended and Restated Stockholders Agreement, dated as of October 29, 2014, by and among the Company and each of the stockholders named therein. (e)
4.6	Specimen Common Stock Certificate to be issued to holders of the Company's Common Stock. (f)
4.7	Third Amended and Restated Registration Rights Agreement, dated as of December 31, 2015, by and among the Company and each of the parties named therein. (g)
4.8	Joinder, dated February 16, 2016, to the Third Amended and Restated Registration Rights Agreement dated as of December 31, 2015, by and among the Company and each of the parties named therein. (h)
4.9	Description of the Company's Securities (i).
10.1	Credit Agreement, dated as of March 17, 2021, among the Company, certain subsidiaries of the Company, as guarantors, the several banks and other financial institutions as may from time to time become parties thereunder as lenders, and Bank of America, N.A., as Administrative Agent and Swingline Lender. (j)
10.2	Security and Pledge Agreement, dated as of March 17, 2021, among the Company, the other obligors party thereto and Bank of America, N.A., as Administrative Agent. (j)
†10.3	Employment Agreement, dated as of January 19, 2021, by and between Acadia Management Company, Inc. and Debra K. Osteen. (k)

†10.4	Amendment to Employment Agreement, dated December 22, 2021, by and between Acadia Management Company, Inc. and Debra K. Osteen. (l)
†10.5	Side Letter to Employment Agreement, dated January 31, 2022, by and between Acadia Management Company, Inc. and Debra K. Osteen. (l)
†10.6	Amended and Restated Employment Agreement, dated April 7, 2014, among the Company, Acadia Management Company, Inc. and Christopher L. Howard. (m)
†10.7	Employment Agreement, dated April 7, 2014, by and among the Company, Acadia Management Company, Inc. and David M. Duckworth. (m)
†10.8	Employment Agreement, dated July 31, 2019, by and between Acadia Management Company, Inc. and John S. Hollinsworth. (n)
†10.9	Employment Agreement, dated August 6, 2019, by and between Acadia Management Company, Inc. and Laurence L. Harrod. (o)
†10.10	Acadia Healthcare Company, Inc. Incentive Compensation Plan, effective May 23, 2013. (p)
†10.11	First Amendment, effective May 19, 2016, to the Acadia Healthcare Company, Inc. Incentive Compensation Plan. (q)
†10.12	Second Amendment, effective May 6, 2021, to the Acadia Healthcare Company, Inc. Incentive Compensation Plan. (r)
†10.13	Form of Restricted Stock Unit Agreement. (s)
†10.14	Form of Incentive Stock Option Agreement. (t)
†10.15	Form of Non-Qualified Stock Option Agreement. (t)
†10.16	Form of Restricted Stock Agreement. (s)
†10.17	Form of Stock Appreciation Rights Agreement. (t)
†10.18	Acadia Healthcare Company, Inc. Nonqualified Deferred Compensation Plan, effective February 1, 2013. (u)
†10.19	Nonmanagement Director Compensation Program, effective January 1, 2013. (u)
10.20	Form of Indemnification Agreement (for directors and officers affiliated with Waud Capital Partners or Bain Capital). (v)
10.21	Form of Indemnification Agreement (for directors and officers not affiliated with Waud Capital Partners or Bain Capital). (v)
21*	Subsidiaries of the Company.
22*	List of Subsidiary Guarantors and Issuers of Guaranteed Securities.
23*	Consent of Independent Registered Public Accounting Firm.
31.1*	Rule 13a-14(a) Certification of the Chief Executive Officer of the Company pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Rule 13a-14(a) Certification of the Chief Financial Officer of the Company pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Section 1350 Certification of Chief Executive Officer of the Company pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2*	Section 1350 Certification of Chief Financial Officer of the Company pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS**	Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH**	Inline XBRL Taxonomy Extension Schema Document.

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101.CAL**	Inline XBRL Taxonomy Calculation Linkbase Document.
101.DEF**	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB**	Inline XBRL Taxonomy Labels Linkbase Document.
101.PRE**	Inline XBRL Taxonomy Presentation Linkbase Document.
104	The cover page from the Company's Annual Report on Form 10-K for the year ended December 31, 2021, has been formatted in Inline XBRL.

† Indicates management contract or compensatory plan or arrangement.
* Filed herewith.
** The XBRL related information in Exhibit 101 to this Annual Report on Form 10-K shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liability of that section and shall not be incorporated by reference into any filing or other document pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing or document.
(a) Incorporated by reference to exhibits filed with the Company's Annual Report on Form 10-K for the year ended December 31, 2020 (File No. 001-35331).
(b) Incorporated by reference to exhibits filed with the Company's Current Report on Form 8-K filed May 25, 2017 (File No. 001-35331).
(c) Incorporated by reference to exhibits filed with the Company's Current Report on Form 8-K filed June 24, 2020 (File No. 001-35331).
(d) Incorporated by reference to exhibits filed with the Company's Current Report on Form 8-K filed October 14, 2020 (File No. 001-35331).
(e) Incorporated by reference to exhibits filed with the Company's Current Report on Form 8-K filed October 30, 2014 (File No. 001-35331).
(f) Incorporated by reference to exhibits filed with the Company's registration statement on Form S-1, as amended (File No. 333-175523), originally filed with the SEC on November 23, 2011.
(g) Incorporated by reference to exhibits filed with the Company's Current Report on Form 8-K filed January 4, 2016 (File No. 001-35331).
(h) Incorporated by reference to exhibits filed with the Company's Current Report on Form 8-K filed February 16, 2016 (File No. 001-35331).
(i) Incorporated by reference to exhibits filed with the Company's Annual Report on Form 10-K for the year ended December 31, 2020 (File No. 001-35331).
(j) Incorporated by reference to exhibits filed with the Company's Current Report on Form 10-Q for the three months ended March 31, 2021 (File No. 001-35331).
(k) Incorporated by reference to exhibits filed with the Company's Current Report on Form 8-K filed January 22, 2021 (File No. 001-35331).
(l) Incorporated by reference to exhibits filed with the Company's Current Report on Form 8-K filed February 1, 2022 (File No. 001-35331).
(m) Incorporated by reference to exhibits filed with the Company's Current Report on Form 8-K filed April 11, 2014 (File No. 001-35331).
(n) Incorporated by reference to exhibits filed with the Company's Amendment No. 1 to the Current Report on Form 8-K filed August 6, 2019 (File No. 001-35331).
(o) Incorporated by reference to exhibits filed with the Company's Current Report on Form 8-K filed August 6, 2019 (File No. 001-35331).
(p) Incorporated by reference to exhibits filed with the Company's registration statement on Form S-8 filed July 30, 2013 (File No. 333-190232).
(q) Incorporated by reference to exhibits filed with the Company's Quarterly Report on Form 10-Q for the three months ended June 30, 2016 (File No. 001-35331).
(r) Incorporated by reference to Appendix A to the Company's Definitive Proxy Statement filed March 24, 2021 (File No. 001-35331).
(s) Incorporated by reference to exhibits filed with the Company's Current Report on Form 10-Q for the three months ended March 31, 2018 (File No. 001-35331).
(t) Incorporated by reference to exhibits filed with the Company's registration statement on Form S-4, as amended (File No. 333-175523), originally filed with the SEC on July 13, 2011.
(u) Incorporated by reference to exhibits filed with the Company's Quarterly Report on Form 10-Q for the three months ended March 31, 2013 (File No. 001-35331).
(v) Incorporated by reference to exhibits filed with the Company's Current Report on Form 8-K filed November 1, 2011 (File No. 001-35331).

Item 16. Form 10-K Summary.

None.

SIGNATURES

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Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Acadia Healthcare Company, Inc.

By: /s/ DEBRA K. OSTEEN
Debra K. Osteen
Chief Executive Officer and Director

Dated: March 1, 2022

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ DEBRA K. OSTEEN Debra K. Osteen	Chief Executive Officer and Director (Principal Executive Officer)	March 1, 2022
/s/ DAVID M. DUCKWORTH David M. Duckworth	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	March 1, 2022
/s/ REEVE B. WAUD Reeve B. Waud	Chairman of the Board	March 1, 2022
/s/JASON R. BERNHARD Jason R. Bernhard	Director	March 1, 2022
/s/ E. PEROT BISSELL E. Perot Bissell	Director	March 1, 2022
/s/ MICHAEL J. FUCCI Michael J. Fucci	Director	March 1, 2022
/s/ VICKY B. GREGG Vicky B. Gregg	Director	March 1, 2022
/s/ WILLIAM F. GRIECO William F. Grieco	Director	March 1, 2022
/s/ WADE D. MIQUELON Wade D. Miquelon	Director	March 1, 2022
/s/ WILLIAM M. PETRIE William M. Petrie	Director	March 1, 2022

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MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting at December 31, 2021 based on the framework in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (COSO). Based on that evaluation, our management concluded that our internal control over financial reporting was effective at December 31, 2021.

Our accompanying consolidated financial statements have been audited by the independent registered public accounting firm of Ernst & Young LLP. Reports of the independent registered public accounting firm, including the independent registered public accounting firm's report on our internal control over financial reporting, are included in this report.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM #22-034

To the Stockholders and the Board of Directors of
Acadia Healthcare Company, Inc.

Opinion on Internal Control over Financial Reporting

We have audited Acadia Healthcare Company, Inc.'s internal control over financial reporting as of December 31, 2021, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Acadia Healthcare Company, Inc. (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2021, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of Acadia Healthcare Company, Inc. as of December 31, 2021 and 2020, and the related consolidated statements of operations, comprehensive income (loss), equity and cash flows for each of the three years in the period ended December 31, 2021, and the related notes and our report dated March 1, 2022 expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.
Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP

Nashville, Tennessee
March 1, 2022

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors of Acadia Healthcare Company, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Acadia Healthcare Company, Inc. (the Company) as of December 31, 2021 and 2020, the related consolidated statements of operations, comprehensive income (loss), equity and cash flows for each of the three years in the period ended December 31, 2021, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2021 and 2020, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2021, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2021, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated February 25, 2022 expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of the critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

	Revenue Recognition
Description of the Matter	For the year ended December 31, 2021, the Company recognized $2.3 billion of revenue from continuing operations. As discussed in Note 4 of the consolidated financial statements, the Company determines the transaction price for services to patients in its U.S. Facilities based on established billing rates reduced by contractual adjustments provided to third-party payors, discounts provided to uninsured patients and implicit price concessions. Contractual adjustments and discounts are based on contractual agreements, discount policies and historical experience. Implicit price concessions are based primarily on historical collection experience.
How We Addressed the Matter in Our Audit	Auditing the Company's revenue recognition and its estimates of contractual adjustments, discounts and implicit price concessions was complex and judgmental due to the significant data inputs and subjective assumptions utilized in estimating the related amounts. Various reimbursement programs under which these amounts must be estimated are complex and subject to interpretation and adjustment. Additionally, updated regulations and contract renegotiations occur frequently, necessitating regular review and assessment of the estimation process by management. We obtained an understanding, evaluated the design, and tested the operating effectiveness of controls over the Company's revenue recognition, including controls over key data inputs to the contractual adjustment, discount and implicit price concession estimates and management's review and consideration of retrospective analyses of historical expected cash collections compared to subsequent actual collections. To test the revenue recognized, we performed audit procedures that included, among others, testing the validity of a sample of revenue transactions and the completeness and accuracy of data inputs to the estimates of contractual adjustments, discounts and implicit price concessions, including payor contractual terms and historical collection experience. We assessed the historical accuracy of management's estimates based on subsequent collection experience and used the assessment as a source of potential corroborative or contrary evidence supporting management's assumptions of future collections of existing accounts receivable.

/s/ Ernst & Young LLP
We have served as the Company's auditor since 2006.

Nashville, Tennessee
March 1, 2022

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Acadia Healthcare Company, Inc.
Consolidated Balance Sheets

	December 31,	
	2021	2020
	(In thousands, except share and per share amounts)	
ASSETS		
Current assets:		
Cash and cash equivalents	$ 133,813	$ 378,697
Accounts receivable, net	281,332	273,551
Other current assets	79,886	61,332
Current assets held for sale	—	1,809,815
Total current assets	495,031	2,523,395
Property and equipment, net	1,771,159	1,622,896
Goodwill	2,199,937	2,105,264
Intangible assets, net	70,145	68,535
Deferred tax assets	3,080	3,209
Operating lease right-of-use assets	133,761	96,937
Other assets	94,965	79,126
Total assets	$ 4,768,078	$ 6,499,362
LIABILITIES AND EQUITY		
Current liabilities:		
Current portion of long-term debt	$ 18,594	$ 153,478
Accounts payable	98,575	87,815
Accrued salaries and benefits	137,845	124,912
Current portion of operating lease liabilities	23,348	18,916
Other accrued liabilities	126,499	178,453
Derivative instrument liabilities	—	84,584
Current liabilities held for sale	—	660,027
Total current liabilities	404,861	1,308,185
Long-term debt	1,478,626	2,968,948
Deferred tax liabilities	74,368	50,017
Operating lease liabilities	116,841	84,029
Other liabilities	110,505	133,412
Total liabilities	2,185,201	4,544,591
Redeemable noncontrolling interests	65,388	55,315
Equity:		
Preferred stock, $0.01 par value; 10,000,000 shares authorized, no shares issued	—	—
Common stock, $0.01 par value; 180,000,000 shares authorized; 89,028,158 and 88,024,395 issued and outstanding as of December 31, 2021 and 2020, respectively	890	880
Additional paid-in capital	2,636,350	2,580,327
Accumulated other comprehensive loss	—	(371,365)
Accumulated deficit	(119,751)	(310,386)
Total equity	2,517,489	1,899,456
Total liabilities and equity	$ 4,768,078	$ 6,499,362

See accompanying notes.

Acadia Healthcare Company, Inc.
Consolidated Statements of Operations

#22-034

	Year Ended December 31,		
	2021	2020	2019
	(In thousands, except per share amounts)		
Revenue	$ 2,314,394	$ 2,089,929	$ 2,008,381
Salaries, wages and benefits (including equity-based compensation expense of $37,530, $22,504 and $17,307, respectively)	1,243,804	1,154,522	1,107,357
Professional fees	136,739	120,489	118,451
Supplies	90,702	87,241	85,534
Rents and leases	38,519	37,362	35,486
Other operating expenses	301,339	262,272	259,536
Income from provider relief fund	(17,900)	(32,819)	—
Depreciation and amortization	106,717	95,256	87,923
Interest expense, net	76,993	158,105	187,325
Debt extinguishment costs	24,650	7,233	—
Loss on impairment	24,293	4,751	27,217
Transaction-related expenses	12,778	11,720	21,157
Total expenses	2,038,634	1,906,132	1,929,986
Income from continuing operations before income taxes	275,760	183,797	78,395
Provision for income taxes	67,557	40,606	25,085
Income from continuing operations	208,203	143,191	53,310
(Loss) income from discontinued operations, net of taxes	(12,641)	(812,390)	56,812
Net income (loss)	195,562	(669,199)	110,122
Net income attributable to noncontrolling interests	(4,927)	(2,933)	(1,199)
Net income (loss) attributable to Acadia Healthcare Company, Inc.	$ 190,635	$ (672,132)	$ 108,923
Basic earnings (loss) per share attributable to Acadia Healthcare Company, Inc. stockholders:			
Income from continuing operations attributable to Acadia Healthcare Company, Inc.	$ 2.29	$ 1.60	$ 0.59
(Loss) income from discontinued operations	(0.14)	(9.25)	0.65
Net income (loss) attributable to Acadia Healthcare Company, Inc.	$ 2.15	$ (7.65)	$ 1.24
Diluted earnings (loss) per share attributable to Acadia Healthcare Company, Inc. stockholders:			
Income from continuing operations attributable to Acadia Healthcare Company, Inc.	$ 2.24	$ 1.58	$ 0.59
(Loss) income from discontinued operations	(0.14)	(9.17)	0.65
Net income (loss) attributable to Acadia Healthcare Company, Inc.	$ 2.10	$ (7.59)	$ 1.24
Weighted-average shares outstanding:			
Basic	88,769	87,875	87,612
Diluted	90,793	88,595	87,816

See accompanying notes.

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Acadia Healthcare Company, Inc.
Consolidated Statements of Comprehensive Income (Loss)

	Year Ended December 31,		
	2021	2020	2019
	(In thousands)		
Net income (loss)	$ 195,562	$ (669,199)	$ 110,122
Other comprehensive income (loss):			
Foreign currency translation (loss) gain	(4,260)	61,247	69,811
Gain (loss) on derivative instruments, net of tax of $0.1 million, $(3.9) million and $(3.6) million, respectively	19	(11,272)	(19,008)
Pension liability adjustment, net of tax of $0.0 million, $(0.8) million and $(0.6) million, respectively	—	(6,456)	(3,310)
U.K. Sale	375,606	—	—
Other comprehensive income	371,365	43,519	47,493
Comprehensive income (loss)	566,927	(625,680)	157,615
Comprehensive (income) loss attributable to noncontrolling interests	(4,927)	(2,933)	(1,199)
Comprehensive income (loss) attributable to Acadia Healthcare Company, Inc.	$ 562,000	$ (628,613)	$ 156,416

See accompanying notes.

Acadia Healthcare Company, Inc.
Consolidated Statements of Equity
(In thousands)

	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Loss	(Accumulated Deficit) Retained Earnings	Total
	Shares	Amount				
Balance at January 1, 2019	87,444	$ 874	$ 2,541,987	$ (462,377)	$ 252,823	$ 2,333,307
Common stock issued under stock incentive plans	271	3	566	—	—	569
Common stock withheld for minimum statutory taxes	—	—	(2,218)	—	—	(2,218)
Equity-based compensation expense	—	—	17,307	—	—	17,307
Other comprehensive income	—	—	—	47,493	—	47,493
Other	—	—	—	—	—	-
Net income attributable to Acadia Healthcare Company, Inc. stockholders	—	—	—	—	108,923	108,923
Balance at December 31, 2019	87,715	877	2,557,642	(414,884)	361,746	2,505,381
Common stock issued under stock incentive plans	309	3	2,024	—	—	2,027
Common stock withheld for minimum statutory taxes	—	—	(1,843)	—	—	(1,843)
Equity-based compensation expense	—	—	22,504	—	—	22,504
Other comprehensive income	—	—	—	43,519	—	43,519
Net loss attributable to Acadia Healthcare Company, Inc. stockholders	—	—	—	—	(672,132)	(672,132)
Balance at December 31, 2020	88,024	880	2,580,327	(371,365)	(310,386)	1,899,456
Common stock issued under stock incentive plans	1,004	10	22,019	—	—	22,029
Common stock withheld for minimum statutory taxes	—	—	(5,734)	—	—	(5,734)
Equity-based compensation expense	—	—	37,530	—	—	37,530
Other comprehensive income	—	—	—	371,365	—	371,365
Other	—	—	2,208	—	—	2,208
Net income attributable to Acadia Healthcare Company, Inc. stockholders	—	—	—	—	190,635	190,635
Balance at December 31, 2021	89,028	$ 890	$ 2,636,350	$ -	$ (119,751)	$ 2,517,489

See accompanying notes.

Acadia Healthcare Company, Inc.
Consolidated Statements of Cash Flows

#22-034

	Year Ended December 31,		
	2021	2020	2019
	(In thousands)		
Operating activities:			
Net income (loss)	$ 195,562	$ (669,199)	$ 110,122
Adjustments to reconcile net income (loss) to net cash provided by continuing operating activities:			
Depreciation and amortization	106,717	95,256	87,923
Amortization of debt issuance costs	4,071	12,636	11,987
Equity-based compensation expense	37,530	22,504	17,307
Deferred income taxes	11,772	53,108	1,089
Loss (income) from discontinued operations, net of taxes	12,641	812,390	(56,812)
Debt extinguishment costs	24,650	7,233	—
Loss on impairment	24,293	4,751	27,217
Other	491	1,041	3,916
Change in operating assets and liabilities, net of effect of acquisitions:			
Accounts receivable, net	2,448	15,340	(18,714)
Other current assets	1,968	9,675	(501)
Other assets	(10,770)	1,519	(2,372)
Accounts payable and other accrued liabilities	6,164	41,910	(20,135)
Accrued salaries and benefits	9,755	(10,001)	5,540
Other liabilities	(14,940)	18,082	16,862
Government relief funds	(38,128)	86,599	—
Net cash provided by continuing operating activities	374,224	502,844	183,429
Net cash provided by discontinued operating activities	253	155,963	149,475
Net cash provided by operating activities	374,477	658,807	332,904
Investing activities:			
Cash paid for acquisitions, net of cash acquired	(139,015)	—	(44,900)
Cash paid for capital expenditures	(244,811)	(224,964)	(232,679)
Proceeds from U.K. Sale	1,511,020	—	—
Settlement of foreign currency derivatives	(84,795)	—	105,008
Proceeds from sale of property and equipment	3,493	92	11,765
Cash paid for purchase of finance lease	(31,401)	—	—
Other	3,142	(13,365)	12,975
Net cash provided by (used in) continuing investing activities	1,017,633	(238,237)	(147,831)
Net cash used in discontinued investing activities	—	(43,602)	(53,310)
Net cash provided by (used in) investing activities	1,017,633	(281,839)	(201,141)
Financing activities:			
Borrowings on long-term debt	425,000	925,000	—
Borrowings on revolving credit facility	500,000	100,000	76,573
Principal payments on revolving credit facility	(330,000)	(100,000)	(76,573)
Principal payments on long-term debt	(7,969)	(41,291)	(52,984)
Repayment of long-term debt	(2,227,935)	(909,785)	—
Payment of debt issuance costs	(7,964)	(18,295)	—
Common stock withheld for minimum statutory taxes, net	16,295	184	(1,648)
Distributions to noncontrolling interests	(1,588)	(916)	(154)
Other	(6,900)	(3,146)	(4,369)
Net cash used in continuing financing activities	(1,641,061)	(48,249)	(59,155)
Net cash used in discontinued financing activities	—	(3,250)	(2,472)
Net cash used in financing activities	(1,641,061)	(51,499)	(61,627)
Effect of exchange rate changes on cash	4,067	4,087	3,546
Net (decrease) increase in cash and cash equivalents, including cash classified within current assets held for sale	(244,884)	329,556	73,682
Less: cash classified within current assets held for sale	—	(75,051)	(24,657)
Net (decrease) increase in cash and cash equivalents	(244,884)	254,505	49,025
Cash and cash equivalents at beginning of the period	378,697	124,192	50,510
Cash and cash equivalents at end of the period	$ 133,813	$ 378,697	$ 99,535
Supplemental Cash Flow Information:			
Cash paid for interest	$ 93,669	$ 137,578	$ 173,239
Cash paid (received) for income taxes	$ 79,304	$ (16,486)	$ 31,915
Effect of acquisitions:			
Assets acquired, excluding cash	$ 176,365	$ 20,200	$ 48,594
Liabilities assumed	(37,350)	(53)	(3,694)
Redeemable noncontrolling interest resulting from an acquisition	—	(20,147)	—
Cash paid for acquisitions, net of cash acquired	$ 139,015	$ —	$ 44,900

See accompanying notes.

1. Description of Business and Basis of Presentation

Description of Business

Acadia Healthcare Company, Inc. (the “Company”) develops and operates inpatient psychiatric facilities, residential treatment centers, group homes, substance abuse facilities and facilities providing outpatient behavioral healthcare services to serve the behavioral health and recovery needs of communities throughout the United States (the “U.S.”) and Puerto Rico. At December 31, 2021, the Company operated 238 behavioral healthcare facilities with approximately 10,500 beds in 40 states and Puerto Rico.

On January 19, 2021, the Company completed the sale of its operations in the United Kingdom (the “U.K.”) to RemedcoUK Limited, a company organized under the laws of England and Wales and owned by funds managed or advised by Waterland Private Equity Fund VII (the “U.K. Sale”). The U.K. Sale allowed the Company to reduce its indebtedness and focus on its U.S. operations. As a result of the U.K. Sale, the Company reported, for all periods presented, results of operations and cash flows of the U.K. operations as discontinued operations in the accompanying financial statements. See Note 3 – U.K. Sale.

Basis of Presentation

The business of the Company is conducted through limited liability companies, partnerships and C-corporations. The Company’s consolidated financial statements include the accounts of the Company and all subsidiaries controlled by the Company through its direct or indirect ownership of majority interests and exclusive rights granted to the Company as the controlling member of an entity. All intercompany accounts and transactions have been eliminated in consolidation.

The accompanying consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (“GAAP”). The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates. The majority of the Company’s expenses are “cost of revenue” items. Costs that could be classified as general and administrative expenses include the Company’s corporate office costs, which were $108.2 million, $97.8 million and $90.4 million for the years ended December 31, 2021, 2020 and 2019, respectively.

Certain reclassifications have been made to prior years to conform to the current year presentation.

2. Summary of Significant Accounting Policies

Cash and Cash Equivalents

The Company considers all highly liquid investments with original maturities of three months or less to be cash equivalents. At times, cash and cash equivalent balances may exceed federally insured limits. Management believes that the Company mitigates any risks by depositing cash and investing in cash equivalents with major financial institutions.

Insurance

The Company is subject to medical malpractice and other lawsuits due to the nature of the services the Company provides. A portion of the Company’s professional liability risks are insured through a wholly-owned insurance subsidiary. The Company is self-insured for professional liability claims up to $3 million per claim through August 31, 2021 and $10.0 million thereafter, and has obtained reinsurance coverage from a third party to cover claims in excess of the retention limit. The reinsurance policy has a coverage limit of $60.0 million in the aggregate beginning September 1, 2021. The Company’s reinsurance receivables are recognized consistent with the related liabilities and include known claims and any incurred but not reported claims that are covered by current insurance policies in place. The reserve for professional and general liability risks was estimated based on historical claims, demographic factors, industry trends, severity factors, and other actuarial assumptions. The estimated accrual for professional and general liabilities could be significantly affected should current and future occurrences differ from historical claim trends and expectations. While claims are monitored closely when estimating professional and general liability accruals, the complexity of the claims and wide range of potential outcomes often hampers timely adjustments to the assumptions used in these estimates. The professional and general liability reserve was $87.8 million at December 31, 2021, of which $11.9 million was included in other accrued liabilities and $75.9 million was included in other long-term liabilities. The professional and general liability reserve was $77.5 million at December 31, 2020, of which $9.7 million was included in other accrued liabilities and $67.8 million was included in other long-term liabilities. The Company estimates receivables for the portion of professional and general liability reserves that are recoverable under the Company’s insurance policies. Such receivable was $37.9 million at

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December 31, 2021, of which $10.8 million was included in other current assets and $27.1 million was included in other assets, and such receivable was $27.2 million at December 31, 2020, of which $6.8 million was included in other current assets and $20.4 million was included in other assets.

The Company's statutory workers' compensation program is fully insured with a $0.5 million deductible per accident. The workers' compensation liability was $23.6 million at December 31, 2021, of which $12.0 million was included in accrued salaries and benefits and $11.6 million was included in other long-term liabilities, and such liability was $23.0 million at December 31, 2020, of which $12.0 million was included in accrued salaries and benefits and $11.0 million was included in other long-term liabilities. The reserve for workers compensation claims was based upon independent actuarial estimates of future amounts that will be paid to claimants. Management believes that adequate provisions have been made for workers' compensation and professional and general liability risk exposures.

Property and Equipment and Other Long-Lived Assets

Property and equipment are recorded at cost. Depreciation is calculated on the straight-line basis over the estimated useful lives of the assets, which typically range from 10 to 50 years for buildings and improvements, three to seven years for equipment and the shorter of the lease term or estimated useful lives for leasehold improvements. When assets are sold or retired, the corresponding cost and accumulated depreciation are removed from the related accounts and any gain or loss is recorded in the period of sale or retirement. Repair and maintenance costs are expensed as incurred. Depreciation expense was $106.7 million, $95.3 million and $87.9 million for the years ended December 31, 2021, 2020 and 2019, respectively.

The carrying values of long-lived assets are reviewed for possible impairment whenever events, circumstances or operating results indicate that the carrying amount of an asset may not be recoverable. If this review indicates that the asset will not be recoverable, as determined based upon the undiscounted cash flows of the operating asset over the remaining useful life, the carrying value of the asset will be reduced to its estimated fair value. Fair value estimates are based on independent appraisals, market values of comparable assets or internal evaluations of future net cash flows. During the second quarter of 2021, the Company opened a 260-bed replacement facility in Pennsylvania and recorded a non-cash property impairment charge of $23.2 million for the existing facility. Additionally, during the third quarter of 2021, the Company recorded a $1.1 million non-cash property impairment charge for one facility in Louisiana resulting from hurricane damage.

The Company performed an impairment review of long-lived assets in the fourth quarter of 2021 and recorded no impairment. The impairment review of long-lived assets in the fourth quarters of 2020 and 2019, indicated the carrying amounts of certain of the Company's long-lived assets in facilities in the U.S. (the "U.S. Facilities") may not be recoverable. This created a non-cash impairment of $4.2 million and $27.2 million for the years ended December 31, 2020 and 2019, respectively. These items were recorded in loss on impairment on the Company's consolidated statements of operations.

Goodwill and Indefinite-Lived Intangible Assets

The Company's goodwill and other indefinite-lived intangible assets, which consist of licenses and accreditations, trade names and certificates of need intangible assets that are not amortized, are evaluated for impairment annually during the fourth quarter or more frequently if events indicate the carrying value of a reporting unit may not be recoverable.

Subsequent to the U.K. Sale, as of the Company's annual impairment test on October 1, 2021, the Company had one reporting unit, behavioral health services. The fair value of our behavioral health services reporting unit substantially exceeded its carrying value, and therefore no impairment was recorded. Additionally, during the second quarter of 2021, the Company sold one outpatient facility for $4.3 million and recorded a write down of $1.8 million of goodwill and $0.2 million of intangible assets related to the disposition. During the fourth quarter of 2021, the Company sold one outpatient facility for $1.5 million and recorded a write down of $0.7 million of goodwill and $0.1 million of intangibles related to the disposition.

As of the Company's annual impairment test on October 1, 2020, the Company had two operating segments for segment reporting purposes, U.S. Facilities and facilities in the U.K. (the "U.K. Facilities"), each of which represented a reporting unit for purposes of the Company's goodwill impairment test.

The Company's annual goodwill impairment and other indefinite-lived intangible assets test performed as of October 1, 2020 considered recent financial performance, including the impacts of COVID-19 on certain portions of the U.K. business. The 2020 impairment test of the U.K. Facilities indicated carrying value of the reporting unit exceeded the estimated fair value and resulted in a non-cash loss on impairment of the remaining goodwill of the U.K. Facilities of $356.2 million. The non-cash loss on impairment is included in loss on sale within discontinued operations in the consolidated statements of operations. As of the Company's impairment test on October 1, 2020, the fair value of the U.S. Facilities reporting unit substantially exceeded its carrying value, and therefore no impairment was recorded. Additionally, for the year ended December 31, 2020, the Company recorded a non-cash impairment charge of $0.6 million related to indefinite-lived assets related to closed facilities in the U.S., which is included in loss on impairment in the consolidated statements of operations.

Other Current Assets

Other current assets consisted of the following (in thousands):

	December 31,	
	2021	2020
Prepaid expenses	$ 22,292	$ 19,480
Assets held for sale	15,808	—
Workers' compensation deposits – current portion	12,000	12,000
Insurance receivable – current portion	10,807	6,792
Other receivables	10,786	10,025
Inventory	4,786	4,851
Income taxes receivable	1,523	897
Cost report receivable	—	5,818
Other	1,884	1,469
Other current assets	$ 79,886	$ 61,332

Other Accrued Liabilities

Other accrued liabilities consisted of the following (in thousands):

	December 31,	
	2021	2020
Unearned income	$ 30,371	$ 35,946
Accrued expenses	26,791	28,452
Accrued interest	17,418	40,479
Government relief funds	12,718	5,495
Insurance liability – current portion	11,923	9,700
Accrued property taxes	8,375	6,763
Cost report payable	6,487	—
Income taxes payable	5,540	16,345
Finance lease liabilities	990	32,188
Other	5,886	3,085
Other accrued liabilities	$ 126,499	$ 178,453

Stock Compensation

The Company measures and recognizes the cost of employee services received in exchange for awards of equity instruments based on the grant-date fair value in accordance with the Financial Accounting Standards Board (the "FASB") Accounting Standards Codification ("ASC") 718, " *Compensation—Stock Compensation* ." The Company uses the Black-Scholes valuation model to determine grant-date fair value for stock options and recognizes straight-line amortization of share-based compensation expense over the requisite service period of the respective awards. The fair values of restricted stock units are determined based on the closing price of the Company's common stock on the trading date immediately prior to the grant date for units subject to performance conditions, or at their Monte-Carlo simulation value for units subject to market conditions.

Earnings Per Share

Basic and diluted earnings per share are calculated in accordance with FASB ASC 260, "*Earnings Per Share*," based on the weighted-average number of shares outstanding in each period and dilutive stock options and non-vested shares, to the extent such securities have a dilutive effect on earnings per share.

Income Taxes

The Company uses the asset and liability method of accounting for income taxes. Under this method, deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes and net operating loss and tax credit carryforwards. The amount of deferred taxes on these temporary differences is determined using the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, as applicable, based on tax rates and laws in the respective tax jurisdiction enacted as of the balance sheet date.

The Company reviews its deferred tax assets for recoverability and establishes a valuation allowance based on historical taxable income, projected future taxable income, applicable tax strategies, and the expected timing of the reversals of existing temporary differences. A valuation allowance is provided when it is more likely than not that some portion or all of the deferred tax assets will not be realized.

The Company records a liability for unrecognized tax benefits resulting from uncertain tax positions taken or expected to be taken in a tax return. The Company recognizes interest and penalties, if any, related to unrecognized tax benefits in income tax expense.

The Company has accruals for taxes and associated interest that may become payable in future years as a result of audits by tax authorities. The Company accrues for tax contingencies when it is more likely than not that a liability to a taxing authority has been incurred and the amount of the contingency can be reasonably estimated. Although Management believes that the positions taken on previously filed tax returns are reasonable, the Company nevertheless have established tax and interest reserves in recognition that various taxing authorities may challenge the positions taken by the Company resulting in additional liabilities for taxes and interest. These amounts are reviewed as circumstances warrant and adjusted as events occur that affect the Company's potential liability for additional taxes, such as lapsing of applicable statutes of limitations, conclusion of tax audits, additional exposure based on current calculations, identification of new issues, release of administrative guidance, or rendering of a court decision affecting a particular tax issue.

Recent Accounting Pronouncements

In November 2021, the FASB issued Accounting Standards Update ("ASU") 2021-10, "*Government Assistance (Topic 832)*" ("ASU 2021-10"). ASU 2021-10 provides guidance to increase the transparency of government assistance including the disclosure of (1) the types of assistance, (2) an entity's accounting for the assistance, and (3) the effect of the assistance on an entity's financial statements. ASU 2021-10 applies to all business entities except for not-for-profit entities within the scope of Topic 958, *Not-for-Profit Entities*, and employee benefit plans within the scope of Topic 960, Plan Accounting—Defined Benefit Pension Plans, Topic 962, Plan Accounting—Defined Contribution Pension Plans, and Topic 965, Plan Accounting—Health and Welfare Benefit Plans that account for a transaction with a government by applying a grant or contribution accounting model by analogy to other accounting guidance (for example, a grant model within IAS 20, Accounting for Government Grants and Disclosure of Government Assistance, or Subtopic 958-605, Not-For-Profit Entities—Revenue Recognition). ASU 2021-10 is effective for fiscal years beginning after December 15, 2021. Early adoption is permitted. The Company is currently evaluating the impact of ASU 2021-10 on the Company's consolidated financial statements.

In March 2020, the SEC adopted final rules that amend Rule 3-10 and Rule 3-16 of Regulation S-X to reduce and simplify the financial disclosure requirements applicable to guarantors and issuers of guaranteed securities, as well as for affiliates whose securities collateralize a registrant's securities. The new rules are effective January 4, 2021. Early adoption is permitted. The Company early adopted the new rules during the second quarter of 2020.

In March 2020, the FASB issued ASU 2020-04, "Reference Rate Reform *(Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting*" ("ASU 2020-04"). ASU 2020-04 provides optional guidance for a limited period of time to ease the potential burden in accounting for or recognizing the effects of reference rate reform on financial reporting and applies only to contracts, hedging relationships, and other transactions that reference LIBOR or another reference rate expected to be discontinued because of reference rate reform. ASU 2020-04 is effective as of March 12, 2020 through December 31, 2022. Entities may adopt ASU 2020-04 as of any date from the beginning of an interim period that includes or is subsequent to March 12, 2020 or prospectively from a date within an interim period that includes or is subsequent to March 12, 2020, up to the date that the financial statements are available to be issued. Management is evaluating the impact of ASU 2020-04 on the Company's consolidated financial statements.

In August 2018, the FASB issued ASU 2018-15, "*Intangibles—Goodwill and Other—Internal-Use Software (Subtopic 350-40): Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract*" ("ASU 2018-15"). ASU 2018-15 requires a customer in a cloud computing arrangement that is a service contract to follow the internal-use software guidance in ASC 350-402 to determine which implementation costs to capitalize as assets. ASU 2018-15 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2019. Early adoption is permitted. The Company adopted ASU 2018-15 on January 1, 2020. There is no significant impact on the Company's consolidated financial statements.

In August 2017, FASB issued ASU 2017-12, *"Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities"* ("ASU 2017-12"). ASU 2017-12 amends the hedge accounting model to enable entities to better portray the economics of their risk management activities in the financial statements and simplifies the application of hedge accounting in certain situations. ASU 2017-12 is effective for fiscal years, and interim periods within those years, beginning after December 15,

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2018. Early adoption is permitted. The Company adopted ASU 2017-12 on January 1, 2019. There is no significant impact on the Company's consolidated financial statements.

In June 2016, the FASB issued ASU 2016-13, "*Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*" ("ASU 2016-13"). ASU 2016-13 replaces the current incurred loss impairment methodology with a new methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to inform credit loss estimates. ASU 2016-13 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2019. Early adoption is permitted. The Company adopted ASU 2016-13 on January 1, 2020. There is no significant impact on the Company's consolidated financial statements.

3. U.K. Sale

On January 19, 2021, the Company completed the U.K. Sale pursuant to a Share Purchase Agreement in which it sold all of the securities of AHC-WW Jersey Limited, a private limited liability company incorporated in Jersey and a subsidiary of the Company, which constituted the entirety of the Company's U.K. operations. The U.K. Sale resulted in approximately $1,525 million of gross proceeds before deducting the settlement of existing foreign currency hedging liabilities of $85 million based on the current British Pounds ("GBP") to U.S. Dollars ("USD") exchange rate, cash retained by the buyer and transaction costs. The Company used the net proceeds of approximately $1,425 million (excluding cash retained by the buyer) along with cash on the balance sheet to reduce debt by $1,640 million during the first quarter of 2021 as described in Note 11 – Long-Term Debt.

As a result of the U.K. Sale, the Company reported, for all periods presented, results of operations and cash flows of the U.K. operations as discontinued operations in the accompanying financial statements. In December 2020, the Company's U.K. operations met the criteria to be classified as assets held for sale. The carrying value of the U.K. operations was written down to fair value less costs to sell in the consolidated balance sheet at December 31, 2020. This resulted in a loss on sale of $867.3 million, which includes approximately $356.2 million of non-cash goodwill impairment, recorded within discontinued operations in the consolidated statement of operations. During the first quarter of 2021, an additional $14.3 million was recorded as a loss on sale primarily resulting from an increase in the U.K. operations carrying value.

For the years ended December 31, 2021, 2020 and 2019, results of operations of the U.K. operations were as follows (in thousands):

	Year Ended December 31,		
	2021	2020	2019
Revenue	$ 62,520	$ 1,119,768	$ 1,099,081
Salaries, wages and benefits	35,937	632,134	609,823
Professional fees	6,815	127,291	122,532
Supplies	2,217	38,285	37,527
Rents and leases	2,509	47,748	46,743
Other operating expenses	6,682	113,534	115,897
Depreciation and amortization	—	74,935	76,121
Interest expense, net	10	(417)	(231)
Loss on sale	13,490	867,324	—
Loss on impairment	—	20,239	27,169
Transaction-related expenses	6,265	8,719	5,907
Total expenses	73,925	1,929,792	1,041,488
(Loss) income from discontinued operations before income taxes	(11,405)	(810,024)	57,593
Provision for income taxes	1,236	2,366	781
(Loss) income from discontinued operations	$ (12,641)	$ (812,390)	$ 56,812

The major classes of assets and liabilities for the U.K. operations as of December 31, 2020 are shown below (in thousands):

Cash and cash equivalents	$ 75,051
Accounts receivable, net	52,196
Other current assets	13,361
Current assets of discontinued operations	140,608
Property and equipment, net	1,297,923
Goodwill	—
Intangible assets, net	22,289
Operating lease right-of-use assets	341,289
Other assets	7,706
Total assets of discontinued operations	1,809,815
Current liabilities:	
Accounts payable	$ 44,929
Current portion of operating lease liabilities	11,141
Other current liabilities	136,895
Current liabilities of discontinued operations	192,965
Operating lease liabilities	387,607
Deferred tax liabilities	57,230
Other liabilities	22,225
Total liabilities of discontinued operations	$ 660,027

The consolidated cash flows for the years ended December 31, 2020 and 2019 related to the discontinued U.K. operations includes cash paid for capital expenditures of $48.4 million and $59.6 million, respectively.

4. Revenue

Revenue is primarily derived from services rendered to patients for inpatient psychiatric and substance abuse care, outpatient psychiatric care and residential treatment. The services provided by the Company have no fixed duration and can be terminated by the patient or the facility at any time, and therefore, each treatment is its own stand-alone contract.

Services ordered by a healthcare provider in an episode of care are not separately identifiable and therefore have been combined into a single performance obligation for each contract. The Company recognizes revenue as its performance obligations are completed. The performance obligation is satisfied over time as the customer simultaneously receives and consumes the benefits of the healthcare services provided. For inpatient services, the Company recognizes revenue equally over the patient stay on a daily basis. For outpatient services, the Company recognizes revenue equally over the number of treatments provided in a single episode of care. Typically, patients and third-party payors are billed within several days of the service being performed or the patient being discharged, and payments are due based on contract terms.

As the Company's performance obligations relate to contracts with a duration of one year or less, the Company elected the optional exemption in ASC 606-10-50-14(a). Therefore, the Company is not required to disclose the transaction price for the remaining performance obligations at the end of the reporting period or when the Company expects to recognize the revenue. The Company has minimal unsatisfied performance obligations at the end of the reporting period as the Company's patients typically are under no obligation to remain admitted in the Company's facilities.

At December 31, 2021 and 2020, estimated implicit price concessions of $49.7 million and $62.1 million, respectively, had been recorded as reductions to the Company's accounts receivable balances to enable the Company to record its revenues and accounts receivable at the estimated amounts the Company expected to collect. The adoption of ASU 2014-09 did not have a significant impact on the Company's consolidated statements of operations.

The Company disaggregates revenue from contracts with customers by service type and by payor.

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The Company's facilities and services provided by the facilities can generally be classified into the following categories: acute inpatient psychiatric facilities; specialty treatment facilities; and residential treatment centers.

Acute inpatient psychiatric facilities. Acute inpatient psychiatric facilities provide a high level of care in order to stabilize patients that are either a threat to themselves or to others. The acute setting provides 24-hour observation, daily intervention and monitoring by psychiatrists.

Specialty treatment facilities. Specialty treatment facilities include residential recovery facilities, eating disorder facilities and comprehensive treatment centers. The Company provides a comprehensive continuum of care for adults with addictive disorders and co-occurring mental disorders. Inpatient, including detoxification and rehabilitation, partial hospitalization and outpatient treatment programs give patients access to the least restrictive level of care.

Residential treatment centers. Residential treatment centers treat patients with behavioral disorders in a non-hospital setting, including outdoor programs. The facilities balance therapy activities with social, academic and other activities.

The table below presents total U.S. revenue attributed to each category (in thousands):

	Year Ended December 31,		
	2021	2020	2019
Acute inpatient psychiatric facilities	$ 1,126,872	$ 984,609	$ 912,097
Specialty treatment facilities	896,564	802,022	788,232
Residential treatment centers	283,169	281,158	286,959
Other	7,789	22,140	21,093
Revenue	$ 2,314,394	$ 2,089,929	$ 2,008,381

The Company receives payments from the following sources for services rendered in its facilities: (i) state governments under their respective Medicaid and other programs; (ii) commercial insurers; (iii) the federal government under the Medicare program administered by the Centers for Medicare and Medicaid Services ("CMS"); and (iv) individual patients and clients.

The Company determines the transaction price based on established billing rates reduced by contractual adjustments provided to third-party payors, discounts provided to uninsured patients and implicit price concessions. Contractual adjustments and discounts are based on contractual agreements, discount policies and historical experience. Implicit price concessions are based on historical collection experience. Most of the Company's facilities have contracts containing variable consideration. However, it is unlikely a significant reversal of revenue will occur when the uncertainty is resolved, and therefore, the Company has included the variable consideration in the estimated transaction price. Subsequent changes resulting from a patient's ability to pay are recorded as bad debt expense, which is included as a component of other operating expenses in the consolidated statements of operations. Bad debt expense for the years ended December 31, 2021, 2020 and 2019 was not significant.

The Company derives a significant portion of its revenue from Medicare, Medicaid and other payors that receive discounts from established billing rates. The Medicare and Medicaid regulations and various managed care contracts under which these discounts must be estimated are complex, subject to interpretation and adjustment, and may include multiple reimbursement mechanisms for different types of services provided in the Company's facilities and cost settlement provisions. Management estimates the transaction price on a payor-specific basis given its interpretation of the applicable regulations or contract terms. The services authorized and provided and related reimbursement are often subject to interpretation that could result in payments that differ from the Company's estimates. Additionally, updated regulations and contract renegotiations occur frequently, necessitating regular review and assessment of the estimation process by management.

Settlements under cost reimbursement agreements with third-party payors are estimated and recorded in the period in which the related services are rendered and are adjusted in future periods as final settlements are determined. Final determination of amounts earned under the Medicare and Medicaid programs often occurs in subsequent years because of audits by such programs, rights of appeal and the application of numerous technical provisions. In the opinion of management, adequate provision has been made for any adjustments and final settlements. However, there can be no assurance that any such adjustments and final settlements will not have a material effect on the Company's financial condition or results of operations. The Company's cost report payables were $6.5 million for the year ended December 31, 2021 and were included in other current liabilities on the consolidated balance sheet. The Company's cost report receivables were $5.8 million for the year ended December 31, 2020 and were included in other current assets in the consolidated balance sheet. Management believes that these payables or receivables are properly stated and are not likely to be settled for a significantly different amount. The net adjustments to estimated cost report settlements resulted in decreases to revenue of $5.4 million, $1.3 million and $0.4 million for the years ended December 31, 2021, 2020 and 2019, respectively.

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The Company provides care without charge to patients who are financially unable to pay for the healthcare services they receive based on Company policies and federal and state poverty thresholds. Such amounts determined to qualify as charity care are not reported as revenue. The cost of providing charity care services were $3.8 million, $4.4 million and $4.3 million for the years ended December 31, 2021, 2020 and 2019, respectively. The estimated cost of charity care services was determined using a ratio of cost to gross charges determined from the Company's most recently filed Medicare cost reports and applying that ratio to the gross charges associated with providing charity care for the period.

The following table presents revenue by payor type and as a percentage of revenue in the Company's U.S. Facilities for the years ended December 31, 2021, 2020 and 2019 (in thousands):

	Year Ended December 31,					
	2021		2020		2019	
	Amount	%	Amount	%	Amount	%
Commercial	$ 684,292	29.6%	$ 596,698	28.5%	$ 565,350	28.2%
Medicare	364,598	15.8%	330,070	15.8%	294,691	14.7%
Medicaid	1,147,884	49.6%	1,037,852	49.7%	1,007,102	50.1%
Self-Pay	93,425	4.0%	98,302	4.7%	118,716	5.9%
Other	24,195	1.0%	27,007	1.3%	22,522	1.1%
Revenue	$ 2,314,394	100.0%	$ 2,089,929	100.0%	$ 2,008,381	100.0%

Contract liabilities primarily consisted of unearned revenue from CMS' Accelerated and Advance Payment Program. In April 2020, the Company received approximately $45 million from CMS' Accelerated and Advance Payment Program for Medicare providers. The Company repaid approximately $25 million of the $45 million of advance payments during 2021 via recoupment from the Company's new Medicare claims and will continue to repay the remaining balance throughout 2022. Contract liabilities of $30.4 million are included in other accrued liabilities at December 31, 2021 on the consolidated balance sheet. Contract liabilities of $35.9 million and $11.3 million are included in other accrued liabilities and other liabilities, respectively, at December 31, 2020 on the consolidated balance sheet. A summary of the activity in contract liabilities is as follows (in thousands):

Balance at December 31, 2020	$ 47,196
Payments received	11,739
Revenue recognized	(3,463)
Medicare advance repayments	(25,101)
Balance at December 31, 2021	$ 30,371

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5. Earnings Per Share

The following table sets forth the computation of basic and diluted earnings (loss) per share for the years ended December 31, 2021, 2020 and 2019 (in thousands, except per share amounts):

	Year Ended December 31,		
	2021	2020	2019
Numerator:			
Income from continuing operations attributable to Acadia Healthcare Company, Inc.	$ 203,276	$ 140,258	$ 52,111
(Loss) income from discontinued operations	(12,641)	(812,390)	56,812
Net income (loss) attributable to Acadia Healthcare Company, Inc.	$ 190,635	$ (672,132)	$ 108,923
Denominator:			
Weighted average shares outstanding for basic earnings per share	88,769	87,875	87,612
Effects of dilutive instruments	2,024	720	204
Shares used in computing diluted earnings per common share	90,793	88,595	87,816
Basic earnings (loss) per share attributable to Acadia Healthcare Company, Inc. stockholders:			
Income from continuing operations attributable to Acadia Healthcare Company, Inc.	$ 2.29	$ 1.60	$ 0.59
(Loss) income from discontinued operations	(0.14)	(9.25)	0.65
Net income (loss) attributable to Acadia Healthcare Company, Inc.	$ 2.15	$ (7.65)	$ 1.24
Diluted earnings (loss) per share attributable to Acadia Healthcare Company, Inc. stockholders:			
Income from continuing operations attributable to Acadia Healthcare Company, Inc.	$ 2.24	$ 1.58	$ 0.59
(Loss) income from discontinued operations	(0.14)	(9.17)	0.65
Net income (loss) attributable to Acadia Healthcare Company, Inc.	$ 2.10	$ (7.59)	$ 1.24

Approximately 0.3 million, 1.9 million and 2.2 million shares of common stock issuable upon exercise of outstanding stock options were excluded from the calculation of diluted earnings per share for the years ended December 31, 2021, 2020 and 2019, respectively, because their effect would have been anti-dilutive.

6. Acquisitions

The Company's strategy is to acquire and develop behavioral healthcare facilities and improve operating results within its facilities and its other behavioral healthcare operations.

On December 31, 2021, the Company acquired the equity of CenterPointe Behavioral Health System, LLC and certain related entities ("CenterPointe") for cash consideration of approximately $139 million. The acquisition was funded through a combination of cash on hand and a $70.0 million draw on the Revolving Facility. CenterPointe operates four acute inpatient hospitals with 306 beds and ten outpatient locations primarily in Missouri.

The preliminary fair values of assets acquired and liabilities assumed in the CenterPointe acquisition were as follows (in thousands):

Cash	$	5,640
Accounts receivable, net		10,230
Other current assets		2,087
Property and equipment		35,670
Goodwill		97,122
Intangible assets		825
Deferred tax assets		1,573
Operating lease right-of-use assets		28,858
Total assets acquired		182,005
Accounts payable		3,820
Accrued salaries and benefits		3,585
Current portion of operating lease liabilities		2,582
Other accrued liabilities		1,088
Operating lease liabilities		26,275
Total liabilities assumed		37,350
Net assets acquired	$	144,655

The fair values assigned to certain assets acquired and liabilities assumed by the Company have been estimated on a preliminary basis and are subject to change as new facts and circumstances emerge that were present at the date of acquisition. Specifically, the Company is further assessing the valuation of intangible assets and certain tax matters as well as certain receivables and assumed liabilities of CenterPointe. The qualitative factors comprising the goodwill acquired in the CenterPointe acquisition include the value of the business and efficiencies derived through synergies expected by the elimination of certain redundant corporate functions and expenses, coordination of services provided across the combined network of facilities, achievement of operating efficiencies by benchmarking performance and applying best practices.

On April 1, 2019, the Company completed the acquisition of Bradford Recovery Center, a specialty treatment facility with 46 beds located in Millerton, Pennsylvania, for cash consideration of approximately $4.5 million.

On February 15, 2019, the Company completed the acquisition of Whittier Pavilion, an inpatient psychiatric facility with 71 beds located in Haverhill, Massachusetts, for cash consideration of approximately $17.9 million. Also on February 15, 2019, the Company completed the acquisition of Mission Treatment for cash consideration of approximately $22.5 million and a working capital settlement. Mission Treatment operates nine comprehensive treatment centers in California, Nevada, Arizona and Oklahoma.

Goodwill

The following table summarizes changes in goodwill for the years 2020 and 2021 (in thousands):

Balance at January 1, 2020	$	2,085,104
Increase from contribution of redeemable noncontrolling interests		20,200
Adjustments related to 2019 acquisitions		(40)
Balance at December 31, 2020		2,105,264
Increase from acquisitions		97,122
2021 dispositions		(2,449)
Balance at December 31, 2021	$	2,199,937

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Transaction-related expenses

Transaction-related expenses represent costs primarily related to termination, restructuring, strategic review, management transition and other acquisition-related costs. Transaction-related expenses comprised the following costs for the years ended December 31, 2021, 2020 and 2019 (in thousands):

	Year Ended December 31,		
	2021	2020	2019
Legal, accounting and other acquisition-related costs	$ 8,315	$ 8,252	$ 3,030
Termination, restructuring and strategic review costs	4,463	3,468	12,598
Management transition costs	—	—	5,529
	$ 12,778	$ 11,720	$ 21,157

7. Property and Equipment

Property and equipment consisted of the following at December 31, 2021 and 2020 (in thousands):

	December 31,	
	2021	2020
Land	$ 154,376	$ 144,221
Building and improvements	1,683,560	1,490,149
Equipment	253,100	220,690
Construction in progress	221,249	217,479
	2,312,285	2,072,539
Less: accumulated depreciation	(541,126)	(449,643)
Property and equipment, net	$ 1,771,159	$ 1,622,896

During the years ended December 31, 2021 and 2020, the Company recorded non-cash impairment charges of $24.3 million and $4.2 million, respectively, related primarily to the closure of certain facilities. During the second quarter of 2021, the Company opened a 260-bed replacement facility in Pennsylvania and recorded a non-cash property impairment charge of $23.2 million for the existing facility. Additionally, during the third quarter 2021, the Company recorded a $1.1 million non-cash property impairment charge for one facility in Louisiana resulting from hurricane damage. The non-cash impairment charges of $4.2 million for the year ended December 31, 2020 related to the closure of certain facilities.

The Company has recorded assets held for sale within other current assets on the consolidated balance sheets for closed U.S. properties actively marketed of $15.8 million and $17.1 million at December 31, 2021 and 2020, respectively.

8. Other Intangible Assets

Other identifiable intangible assets and related accumulated amortization consisted of the following at December 31, 2021 and 2020 (in thousands):

	Gross Carrying Amount		Accumulated Amortization	
	December 31, 2021	December 31, 2020	December 31, 2021	December 31, 2020
Intangible assets subject to amortization:				
Non-compete agreements	$ 1,131	$ 1,131	$ (1,131)	$ (1,131)
Intangible assets not subject to amortization:				
Licenses and accreditations	11,600	11,873	—	—
Trade names	40,435	39,526	—	—
Certificates of need	18,110	17,136	—	—
	70,145	68,535	—	—
Total	$ 71,276	$ 69,666	$ (1,131)	$ (1,131)

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All the Company's definite-lived intangible assets are fully amortized. The Company's licenses and accreditations, trade names and certificate of need intangible assets have indefinite lives and are, therefore, not subject to amortization.

During the second quarter of 2021, the Company sold one outpatient facility for $4.3 million and recorded a write down of $1.8 million of goodwill and $0.2 million of intangible assets related to the disposition. During the fourth quarter of 2021, the Company sold one outpatient facility for $1.5 million and recorded a write down of $0.7 million of goodwill and $0.1 million of intangibles related to the disposition. These dispositions are reflected in other investing activities in the consolidated statement of cash flows. For the year ended December 31, 2020, the Company recorded a non-cash impairment charge of $0.6 million related to indefinite-lived assets related to closed facilities in the U.S., which is included in loss on impairment in the consolidated statements of operations.

9. Leases

The Company's lease portfolio primarily consists of finance and operating real estate leases integral for facility operations. The original terms of the leases typically range from five to 30 years with optional renewal periods. A minimal portion of the Company's lease portfolio consists of non-real estate leases, including copiers and equipment, which generally have lease terms of one to three years and have insignificant lease obligations.

The Company also elected the accounting policy practical expedients by class of underlying asset in ASC 842 "Leases" to: (i) combine associated lease and non-lease components into a single lease component; and (ii) exclude recording short-term leases as right-of-use assets and liabilities on the consolidated balance sheets. Non-lease components, which are not significant overall, are combined with lease components.

Operating lease liabilities are recorded at the present value of remaining lease payments not yet paid for the lease term discounted using the incremental borrowing rate associated with each lease. Operating lease right-of-use assets represent operating lease liabilities adjusted for prepayments, accrued lease payments, lease incentives and initial direct costs. Certain of the Company's leases include renewal or termination options. Calculation of operating lease right-of-use assets and liabilities include the initial lease term unless it is reasonably certain a renewal or termination option will be exercised. Variable components of lease payments fluctuating with a future index or rate, as well as those related to common area maintenance costs, are not included in determining lease payments and are expensed as incurred. Most of the Company's leases do not contain implicit borrowing rates, and therefore, incremental borrowing rates were calculated based on information available at the lease commencement date. The Company reviews service agreements for embedded leases and records right-of-use assets and liabilities as necessary.

Lease Position

The Company recorded the following at December 31, 2021 and 2020 on the consolidated balance sheets (in thousands):

Right-of-Use Assets	Balance Sheet Classification	December 31, 2021	December 31, 2020
Finance lease right-of-use assets	Property and equipment, net	$ 8,627	$ 34,621
Operating lease right-of-use assets	Operating lease right-of-use assets	133,761	96,937
Total		$ 142,388	$ 131,558

Lease Liabilities	Balance Sheet Classification	December 31, 2021	December 31, 2020
Current:			
Finance lease liabilities	Other accrued liabilities	$ 990	$ 32,188
Operating lease liabilities	Current portion of operating lease liabilities	23,348	18,916
Noncurrent:			
Finance lease liabilities	Other liabilities	10,807	10,744
Operating lease liabilities	Operating lease liabilities	116,841	84,029
Total		$ 151,986	$ 145,877

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Weighted-average remaining lease terms and discount rates were as follows at December 31, 2021 and 2020:

	December 31,	
	2021	2020
Weighted-average remaining lease term (in years):		
Finance	22.9	6.7
Operating	9.1	8.5
Weighted-average discount rate:		
Finance	5.1%	5.9%
Operating	5.1%	6.5%

Lease Costs

The Company recorded the following lease costs at December 31, 2021 and 2020 (in thousands):

	December 31,	
	2021	2020
Finance lease costs:		
Depreciation of leased assets	378	868
Interest of lease liabilities	2,174	3,214
Total finance lease costs	$ 2,552	$ 4,082
Operating lease costs	28,233	27,050
Variable lease costs	2,488	2,501
Short term lease costs	3,257	3,558
Other lease costs	4,541	4,253
Total rents and leases	$ 38,519	$ 37,362
Total lease costs	$ 41,071	$ 41,444

Other

Undiscounted cash flows for finance and operating leases recorded on the consolidated balance sheet were as follows at December 31, 2021 (in thousands):

	Finance Leases	Operating Leases
2021	$ 990	$ 29,973
2022	990	26,471
2023	1,007	23,110
2024	1,089	19,730
2025	1,089	14,500
Thereafter	22,911	68,427
Total minimum lease payments	28,076	182,211
Less: amount of lease payments representing interest	16,279	42,022
Present value of future minimum lease payments	11,797	140,189
Less: Current portion of lease liabilities	990	23,348
Noncurrent lease liabilities	$ 10,807	$ 116,841

Supplemental data for the years ended December 31, 2021 and 2020 were as follows (in thousands):

	December 31, 2021	December 31, 2020
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows for operating leases	$ 27,508	$ 26,810
Operating cash flows for finance leases	$ 2,174	$ 3,214
Financing cash flows for finance leases	$ 31,136	$ 551
Right-of-use assets obtained in exchange for lease obligations:		
Operating leases	$ 63,279	$ 21,285
Finance leases	$ —	$ —

10. The CARES Act

As part of the Coronavirus Aid, Relief and Economic Security Act (the “CARES Act”), the U.S. government announced it would offer $100 billion of relief to eligible healthcare providers. On April 24, 2020, then President Trump signed into law the Paycheck Protection Program and Health Care Enhancement Act (the “PPP Act”). Among other things, the PPP Act allocates $75 billion to eligible healthcare providers to help offset COVID-19 related losses and expenses. The $75 billion allocated under the PPP Act is in addition to the $100 billion allocated to healthcare providers for the same purposes in the CARES Act and has been disbursed to providers under terms and conditions similar to the CARES Act funds. During the three months ended June 30, 2020, the Company participated in certain relief programs offered through the CARES Act, including receipt of approximately $19.7 million relating to the initial portions of the Public Health and Social Services Emergency Fund (“PHSSE Fund”), also known as the Provider Relief Fund, and approximately $45 million of payments from the Centers for Medicare and Medicaid Services’ (“CMS”) Accelerated and Advance Payment Program. In August 2020, the Company received approximately $12.8 million of additional funds from the PHSSE Fund. The Company repaid approximately $25 million of the $45 million of advance payments during 2021 via recoupment from the Company’s new Medicare claims and will continue to repay the remaining balance throughout 2022. In addition, the Company received a 2% increase in facilities’ Medicare reimbursement rate as a result of the temporary suspension of Medicare sequestration from May 1, 2020, to December 31, 2021. In April 2021, the Company received $24.2 million of additional funds from the PHSSE Fund. During the fourth quarter of 2021, the Company recorded $17.9 million of income from provider relief fund on the consolidated statement of operations related to PHSSE funds received in 2021. The remaining unrecognized funds of $6.3 million are included in other accrued liabilities on the consolidated balance sheet at December 31, 2021.

During the second quarter of 2020, the Company recorded $18.1 million of income from provider relief fund in the consolidated statement of operations related to $19.7 million received from the PHSSE Fund during the quarter. This was subsequently reversed during the third quarter of 2020. During the fourth quarter of 2020, the Company recorded $32.8 million of income from provider relief fund in the consolidated statement of operations related to $34.9 million of PHSSE funds received from April through December 2020. The Company’s recognition of this income was based on revised guidance in the Consolidated Appropriations Act, 2021 (“CAA”) enacted in December 2020. The Company continues to evaluate its compliance with the terms and conditions to, and the financial impact of, funds received under the CARES Act and other government relief programs.

The CARES Act also provides for certain federal income and other tax changes, including an increase in the interest expense tax deduction limitation and bonus depreciation of qualified improvement property. Furthermore, under the CARES Act, (i) for taxable years beginning before 2021, net operating loss (“NOL”) carryforwards and carrybacks may offset 100% of taxable income and (ii) NOLs arising in 2018, 2019 and 2020 taxable years may be carried back to each of the preceding five years to generate a refund. As a result, in 2019 and 2020 the Company received a benefit, in the form of refunds and lower future tax payments, of $51.6 million, consisting of $22.8 million related to interest expense, $20.5 million related to qualified improvement property legislation and an $8.3 million permanent benefit due to the loss being able to be carried back at a 35% tax rate to offset income in tax years prior to 2018 (21% for tax years after 2017). The Company also received a cash benefit of approximately $39 million for 2020 relating to the delay of payment of the employer portion of Social Security payroll taxes, as enacted by the CARES Act. The Company repaid half of the $39 million of payroll tax deferrals during the third quarter of 2021 and expects to repay the remaining portion in the second half of 2022.

11. Long-Term Debt

Long-term debt consisted of the following (in thousands):

	December 31, 2021	December 31, 2020
New Credit Facility:		
Term Loan A	$ 417,031	$ —
Revolving Line of Credit	170,000	—
Prior Credit Facility:		
Senior Secured Term A Loan	—	311,733
Senior Secured Term B Loans	—	872,870
5.625% Senior Notes due 2023	—	650,000
6.500% Senior Notes due 2024	—	390,000
5.500% Senior Notes due 2028	450,000	450,000
5.000% Senior Notes due 2029	475,000	475,000
Other long-term debt	—	3,625
Less: unamortized debt issuance costs, discount and premium	(14,811)	(30,802)
	1,497,220	3,122,426
Less: current portion	(18,594)	(153,478)
Long-term debt	$ 1,478,626	$ 2,968,948

New Credit Facility

The Company entered into a new senior credit facility (the “New Credit Facility”) on March 17, 2021. This New Credit Facility provides for a $600.0 million senior secured revolving credit facility (the “Revolving Facility”) and a $425.0 million senior secured term loan facility (the “Term Loan Facility” and, together with the Revolving Facility, the “Senior Facilities”), each maturing on March 17, 2026 unless extended in accordance with the terms of the New Credit Facility. The Revolving Facility further provides for (i) up to $20.0 million to be utilized for the issuance of letters of credit and (ii) the availability of a swingline facility under which the Company may borrow up to $20.0 million.

As a part of the closing of the New Credit Facility on March 17, 2021, the Company (i) refinanced and terminated the Company’s prior credit facilities under the Amended and Restated Credit Agreement, dated as of December 31, 2012 (the “Prior Credit Facility”) and (ii) financed the redemption of all of the Company’s outstanding 5.625% Senior Notes due 2023 (the “5.625% Senior Notes”).

The Company had $426.9 million of availability under the Revolving Facility and had standby letters of credit outstanding of $3.1 million related to security for the payment of claims required by its workers’ compensation insurance program at December 31, 2021.

During the third quarter of 2021, the Company repaid $60.0 million of the initial $160.0 million balance outstanding on the Revolving Facility. During the fourth quarter of 2021, the Company had a draw of $70.0 million on the Revolving Facility related to the CenterPointe acquisition.

The New Credit Facility requires quarterly principal repayments for the Term Loan Facility of $2.7 million for March 31, 2022, $5.3 million for June 30, 2022 to March 31, 2024, $8.0 million for June 30, 2024 to March 31, 2025, $10.6 million for June 30, 2025 to December 31, 2025, with the remaining principal balance of the Term Loan Facility due on the maturity date of March 17, 2026.

The Company has the ability to increase the amount of the Senior Facilities, which may take the form of increases to the Revolving Facility or the Term Loan Facility or the issuance of one or more incremental term loan facilities (collectively, the “Incremental Facilities”), upon obtaining additional commitments from new or existing lenders and the satisfaction of customary conditions precedent for such Incremental Facilities. Such Incremental Facilities may not exceed the sum of (i) the greater of $480.0 million and an amount equal to 100% of the Consolidated EBITDA (as defined in the New Credit Facility) of the Company and its Restricted Subsidiaries (as defined in the New Credit Facility) (as determined for the four fiscal quarter period most recently ended for which financial statements are available), and (ii) additional amounts so long as, after giving effect thereto, the Consolidated Senior Secured Net Leverage Ratio (as defined in the New Credit Facility) does not exceed 3.5 to 1.0.

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Subject to certain exceptions, substantially all of the Company’s existing and subsequently acquired or organized direct or indirect wholly-owned U.S. subsidiaries are required to guarantee the repayment of the Company’s obligations under the New Credit Facility. Borrowings under the Senior Facilities bear interest at a floating rate, which will initially be, at the Company’s option, either (i) adjusted LIBOR plus 1.75% or (ii) an alternative base rate plus 0.75% (in each case, subject to adjustment based on the Company’s consolidated total net leverage ratio). An unused fee initially set at 0.25% per annum (subject to adjustment based on the Company’s consolidated total net leverage ratio) is payable quarterly in arrears based on the actual daily undrawn portion of the commitments in respect of the Revolving Facility.

The New Credit Facility contains customary representations and affirmative and negative covenants, including limitations on the Company’s and its subsidiaries’ ability to incur additional debt, grant or permit additional liens, make investments and acquisitions, merge or consolidate with others, dispose of assets, pay dividends and distributions, pay junior indebtedness and enter into affiliate transactions, in each case, subject to customary exceptions. In addition, the New Credit Facility contains financial covenants requiring the Company on a consolidated basis to maintain, as of the last day of any consecutive four fiscal quarter period, a consolidated total net leverage ratio of not more than 5.0 to 1.0 and an interest coverage ratio of at least 3.0 to 1.0. The New Credit Facility also includes events of default customary for facilities of this type and upon the occurrence of such events of default, among other things, all outstanding loans under the Senior Facilities may be accelerated and/or the lenders’ commitments terminated. At December 31, 2021, the Company was in compliance with such covenants.

Prior Credit Facility

The Company entered into a senior secured credit facility (the “Senior Secured Credit Facility”) on April 1, 2011. On December 31, 2012, the Company entered into the Prior Credit Facility which amended and restated the Senior Secured Credit Facility. The Company amended the Prior Credit Facility from time to time as described in the Company’s prior filings with the SEC.

On February 6, 2019, the Company entered into the Eleventh Amendment (the “Eleventh Amendment”) to the Amended and Restated Credit Agreement. The Eleventh Amendment, among other things, amended the definition of “Consolidated EBITDA” to remove the cap on non-cash charges, losses and expenses related to the impairment of goodwill, which in turn provided increased flexibility to the Company in terms of the Company’s financial covenants.

On February 27, 2019, the Company entered into the Twelfth Amendment (the “Twelfth Amendment”) to the Amended and Restated Credit Agreement. The Twelfth Amendment, among other things, modified certain definitions, including “Consolidated EBITDA”, and increased the Company’s permitted Maximum Consolidated Leverage Ratio, thereby providing increased flexibility to the Company in terms of the Company’s financial covenants

On April 21, 2020, the Company entered into the Thirteenth Amendment (the “Thirteenth Amendment”) to the Prior Credit Facility. The Thirteenth Amendment amended the Consolidated Leverage Ratio in the prior covenant to increase such leverage ratio for the rest of 2020.

On November 13, 2020, the Company entered into the Fourth Repricing Facilities Amendment (the “Fourth Repricing Facilities Amendment”) to the Prior Credit Facility. The Fourth Repricing Facilities Amendment extended the maturity date of each of the prior revolving line of credit and the prior Term Loan A Facility (“TLA Facility”) from November 30, 2021 to November 30, 2022. The Fourth Repricing Facilities Amendment also (1) replaced the revolving line of credit in an aggregate committed amount of $500.0 million with an aggregate committed amount of approximately $459.0 million and (2) replaced the TLA Facility aggregate outstanding principal amount of approximately $352.4 million with an aggregate principal amount of approximately $318.9 million. The interest rate margin applicable to both facilities remained unchanged from the prior facilities, and the commitment fee applicable to the new revolving line of credit also remained unchanged from the prior revolving line of credit. In connection with the Fourth Repricing Facilities Amendment, the Company recorded a debt extinguishment charge of $1.0 million, including the write-off of discount and deferred financing costs, which was recorded in debt extinguishment costs in the consolidated statement of operations for the year ended December 31, 2020.

On January 5, 2021, the Company made a voluntary payment of $105.0 million on the Term Loan B Facility Tranche B-4 (“Tranche B-4 Facility”). On January 19, 2021, the Company used a portion of the net proceeds from the U.K. Sale to repay the outstanding balances of $311.7 million of the TLA Facility and $767.9 million of the Tranche B-4 Facility of the Prior Credit Facility. At March 31, 2021, in connection with the termination of the Prior Credit Facility, the Company recorded a debt extinguishment charge of $10.9 million, including the write-off of discount and deferred financing costs, which was recorded in debt extinguishment costs in the consolidated statement of operations.

Senior Notes

5.500% Senior Notes due 2028

On June 24, 2020, the Company issued $450.0 million of 5.500% Senior Notes due 2028 (the “5.500% Senior Notes”). The 5.500% Senior Notes mature on July 1, 2028 and bear interest at a rate of 5.500% per annum, payable semi-annually in arrears on January 1 and July 1 of each year, commencing on January 1, 2021.

5.000% Senior Notes due 2029

On October 14, 2020, the Company issued $475.0 million of 5.000% Senior Notes due 2029 (the "5.000% Senior Notes"). The 5.000% Senior Notes mature on April 15, 2029 and bear interest at a rate of 5.000% per annum, payable semi-annually in arrears on April 15 and October 15 of each year, commencing on April 15, 2021. The Company used the net proceeds of the 5.000% Senior Notes to prepay approximately $453.3 million of the outstanding borrowings on the Company's existing Term Loan B Facility Tranche B-3 ("Tranche B-3 Facility") and used the remaining net proceeds for general corporate purposes and to pay related fees and expenses in connection with the offering. In connection with the 5.000% Senior Notes, the Company recorded a debt extinguishment charge of $2.9 million, including the write-off of discount and deferred financing costs of the Tranche B-3 Facility, which was recorded in debt extinguishment costs in the consolidated statement of operations for the year ended December 31, 2020.

The indentures governing the 5.500% Senior Notes and the 5.000% Senior Notes (together, the "Senior Notes") contain covenants that, among other things, limit the Company's ability and the ability of its restricted subsidiaries to: (i) pay dividends, redeem stock or make other distributions or investments; (ii) incur additional debt or issue certain preferred stock; (iii) transfer or sell assets; (iv) engage in certain transactions with affiliates; (v) create restrictions on dividends or other payments by the restricted subsidiaries; (vi) merge, consolidate or sell substantially all of the Company's assets; and (vii) create liens on assets.

The Senior Notes issued by the Company are guaranteed by each of the Company's subsidiaries that guarantee the Company's obligations under the New Credit Facility. The guarantees are full and unconditional and joint and several.

The Company may redeem the Senior Notes at its option, in whole or part, at the dates and amounts set forth in the indentures.

5.625% Senior Notes due 2023

On February 11, 2015, the Company issued $375.0 million of 5.625% Senior Notes. On September 21, 2015, the Company issued $275.0 million of additional 5.625% Senior Notes. The additional notes formed a single class of debt securities with the 5.625% Senior Notes issued in February 2015. Giving effect to this issuance, the Company had outstanding an aggregate of $650.0 million of 5.625% Senior Notes. The 5.625% Senior Notes were to mature on February 15, 2023 and bear interest at a rate of 5.625% per annum, payable semi-annually in arrears on February 15 and August 15 of each year. On March 17, 2021, the Company redeemed the 5.625% Senior Notes.

6.500% Senior Notes due 2024

On February 16, 2016, the Company issued $390.0 million of 6.500% Senior Notes due 2024 (the "6.500% Senior Notes"). The 6.500% Senior Notes were to mature on March 1, 2024 and bear interest at a rate of 6.500% per annum, payable semi-annually in arrears on March 1 and September 1 of each year, beginning on September 1, 2016. On March 1, 2021, the Company redeemed the 6.500% Senior Notes.

Redemption of 5.625% Senior Notes and 6.500% Senior Notes

On January 29, 2021, the Company issued conditional notices of full redemption providing for the redemption in full of $650 million of 5.625% Senior Notes and $390 million of 6.500% Senior Notes to the holders of such notes.

On March 1, 2021, the Company satisfied and discharged the indentures governing the 6.500% Senior Notes. In connection with the redemption of the 6.500% Senior Notes, the Company recorded debt extinguishment costs of $10.5 million, including $6.3 million cash paid for breakage costs and the write-off of deferred financing costs of $4.2 million in the consolidated statement of operations.

On March 17, 2021, the Company satisfied and discharged the indentures governing the 5.625% Senior Notes. In connection with the redemption of the 5.625% Senior Notes, the Company recorded debt extinguishment costs of $3.3 million, including the write-off of deferred financing and premiums costs in the consolidated statement of operations.

6.125% Senior Notes due 2021

On March 12, 2013, the Company issued $150.0 million of 6.125% Senior Notes due 2021 (the "6.125% Senior Notes"). The 6.125% Senior Notes were to mature on March 15, 2021 and bear interest at a rate of 6.125% per annum, payable semi-annually in arrears on March 15 and September 15 of each year. On June 24, 2020, the Company redeemed the 6.125% Senior Notes.

5.125% Senior Notes due 2022

On July 1, 2014, the Company issued $300.0 million of 5.125% Senior Notes due 2022 (the "5.125% Senior Notes"). The 5.125% Senior Notes were to mature on July 1, 2022 and bear interest at a rate of 5.125% per annum, payable semi-annually in arrears on January 1 and July 1 of each year.

On June 24, 2020, the Company redeemed the 5.125% Senior Notes.

Redemption of 6.125% Senior Notes and 5.125% Senior Notes

On June 10, 2020, the Company issued conditional notices of full redemption providing for the redemption in full of the 6.125% Senior Notes and 5.125% Senior Notes on July 10, 2020 (the "Redemption Date"), in each case at a redemption price equal to 100.0% of the principal amount thereof, plus accrued and unpaid interest, if any, to, but not including the Redemption Date (the "Redemption Price"). On June 24, 2020, the Company satisfied and discharged the indentures governing the 6.125% Senior Notes and the 5.125% Senior Notes by irrevocably depositing with a trustee sufficient funds equal to the Redemption Price for the 6.125% Senior Notes and the 5.125% Senior Notes and otherwise complying with the terms in the indentures relating to the satisfaction and discharge of the 6.125% Senior Notes and the 5.125% Senior Notes. In connection with the redemption of the 6.125% Senior Notes and the 5.125% Senior Notes, the Company recorded a debt extinguishment charge of $3.3 million, including the write-off of the deferred financing and other costs in the consolidated statement of operations for the year ended December 31, 2020.

Other long-term debt

During the year ended December 31, 2021, the Company repaid other long-term debt of $3.3 million, which is reflected in repayment of long-term debt within financing activities in the consolidated statement of cash flows.

Debt Issuance Costs

Debt issuance costs are deferred and amortized to interest expense over the term of the related debt. Debt issuance costs at December 31, 2021 were $14.8 million, net of accumulated amortization of $2.4 million. Debt issuance costs at December 31, 2020 were $29.8 million, net of accumulated amortization of $56.0 million. Amortization expense related to debt issuance costs, which is included in interest expense on the consolidated statements of operations, was $2.8 million, $9.8 million and $9.7 million, respectively, for the years ended December 31, 2021, 2020 and 2019.

Other

The aggregate maturities of long-term debt at December 31, 2021 were as follows (in thousands):

2022	$	18,594
2023		21,250
2024		29,219
2025		39,843
2026		478,125
Thereafter		925,000
Total	$	1,512,031

12. Noncontrolling Interests

Noncontrolling interests in the consolidated financial statements represents the portion of equity held by noncontrolling partners in the Company's non-wholly owned subsidiaries. At December 31, 2021, the Company operated six facilities through non-wholly owned subsidiaries. The Company owns between approximately 60% and 86% of the equity interests of these entities and noncontrolling partners own the remaining equity interests. The initial value of the noncontrolling interests is based on the fair value of contributions. The Company consolidates the operations of each facility based on its status as primary beneficiary, as further discussed in Note 13 – Variable Interest Entities. The noncontrolling interests are reflected as redeemable noncontrolling interests on the accompanying consolidated balance sheets based on put rights that could require the Company to purchase the noncontrolling interests upon the occurrence of a change in control.

The components of redeemable noncontrolling interests are as follows (in thousands):

Balance at January 1, 2020	$	33,151
Acquisition of redeemable noncontrolling interests		20,147
Net income attributable to noncontrolling interests		2,933
Distributions to noncontrolling interests		(916)
Balance at December 31, 2020		55,315
Acquisition of redeemable noncontrolling interests		6,734
Net income attributable to noncontrolling interests		4,927
Distributions to noncontrolling interests		(1,588)
Balance at December 31, 2021	$	65,388

13. Variable Interest Entities

For legal entities where the Company has a financial relationship, the Company evaluates whether it has a variable interest and determines if the entity is considered a variable interest entity ("VIE"). If the Company concludes an entity is a VIE and the Company is the primary beneficiary, the entity is consolidated. The primary beneficiary analysis is a qualitative analysis based on power and benefits. A reporting entity has a controlling financial interest in a VIE and must consolidate the VIE if it has both power and benefits. It must have the power to direct the activities that most significantly impact the VIE's economic performance and the obligation to absorb losses of the VIE that potentially could be significant to the VIE or the right to receive benefits from the VIE that potentially could be significant to the VIE.

At December 31, 2021, the Company operated six facilities through non-wholly owned subsidiaries. The Company owns between approximately 60% and 86% of the equity interests of these entities, and noncontrolling partners own the remaining equity interests. The Company manages each of these facilities, is responsible for the day to day operations and, therefore, has the power to direct the activities that most significantly impact the VIE's economic performance and the obligation to absorb losses or receive benefits from the VIE that could potentially be significant to the VIE. These activities include, but are not limited to, behavioral healthcare services, human resource and employment-related decisions, marketing and finance. The terms of the agreements governing each of the Company's VIEs prohibit the Company from using the assets of each VIE to satisfy the obligations of other entities. Consolidated assets at December 31, 2021 and 2020 include total assets of variable interest entities of $320.6 million and $261.7 million, respectively, which cannot be used to settle the obligations of other entities. Consolidated liabilities at December 31, 2021 and 2020 include total liabilities of variable interest entities of $24.1 million and $26.1 million, respectively.

The consolidated VIEs assets and liabilities in the Company's consolidated balance sheets are shown below (in thousands):

	December 31,			
	2021		2020	
Cash and cash equivalents	$	26,360	$	15,151
Accounts receivable, net		20,144		18,507
Other current assets		1,304		1,461
Total current assets		47,808		35,119
Property and equipment, net		220,793		175,103
Goodwill		34,945		34,945
Intangible assets, net		10,490		9,581
Operating lease right-of-use assets		6,603		6,909
Total assets	$	320,639	$	261,657
Accounts payable	$	3,690	$	4,143
Accrued salaries and benefits		5,656		4,357
Current portion of operating lease liabilities		197		164
Other accrued liabilities		6,818		8,366
Total current liabilities		16,361		17,030
Operating lease liabilities		6,666		6,863
Other liabilities		1,083		2,166
Total liabilities	$	24,110	$	26,059

14. Accumulated Other Comprehensive Loss

The components of accumulated other comprehensive loss are as follows (in thousands):

	Foreign Currency Translation Adjustments	Change in Fair Value of Derivative Instruments	Pension Plan	Total
Balance at January 1, 2019	$ (504,528)	$ 43,966	$ (1,815)	$ (462,377)
Foreign currency translation gain (loss)	69,895	—	(84)	69,811
Loss on derivative instruments, net of tax of $(3.6) million	—	(19,008)	—	(19,008)
Pension liability adjustment, net of tax of $(0.6) million	—	—	(3,310)	(3,310)
Balance at December 31, 2019	(434,633)	24,958	(5,209)	(414,884)
Foreign currency translation gain (loss)	61,532	—	(285)	61,247
Loss on derivative instruments, net of tax of $(3.9) million	—	(11,272)	—	(11,272)
Pension liability adjustment, net of tax of $(0.8) million	—	—	(6,456)	(6,456)
Balance at December 31, 2020	(373,101)	13,686	(11,950)	(371,365)
Foreign currency translation (loss) gain	(4,293)	—	33	(4,260)
Gain on derivative instruments, net of tax of $0.1 million	—	19	—	19
U.K. Sale	377,394	(13,705)	11,917	375,606
Balance at December 31, 2021	$ —	$ —	$ —	$ —

15. Equity

Preferred Stock

The Company's amended and restated certificate of incorporation provides that up to 10,000,000 shares of preferred stock may be issued. The board of directors has the authority to issue preferred stock in one or more series and to fix for each series the voting powers (full, limited or none), and the designations, preferences and relative participating, optional or other special rights and qualifications, limitations or restrictions on the stock and the number of shares constituting any series and the designations of this series, without any further vote or action by the stockholders.

Common Stock

The Company's amended and restated certificate of incorporation provides that up to 180,000,000 shares of common stock may be issued. Holders of the Company's common stock are entitled to one vote for each share held of record on all matters on which stockholders may vote. There are no preemptive, conversion, redemption or sinking fund provisions applicable to shares of the Company's common stock. In the event of liquidation, dissolution or winding up, holders of the Company's common stock are entitled to share ratably in the assets available for distribution, subject to any prior rights of any holders of preferred stock then outstanding. Delaware law prohibits the Company from paying any dividends unless it has capital surplus or net profits available for this purpose. In addition, the New Credit Facility imposes restrictions on the Company's ability to pay dividends.

16. Equity-Based Compensation

Equity Incentive Plans

The Company issues stock-based awards, including stock options, restricted stock and restricted stock units, to certain officers, employees and non-employee directors under the Acadia Healthcare Company, Inc. Incentive Compensation Plan (the "Equity Incentive Plan"). At December 31, 2021, a maximum of 12,700,000 shares of the Company's common stock were authorized for issuance as stock options, restricted stock and restricted stock units or other share-based compensation under the Equity Incentive Plan, of which 4,481,404 were available for future grant. Stock options may be granted for terms of up to ten years. The Company recognizes expense on all share-based awards on a straight-line basis over the requisite service period of the entire

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award. Grants to employees generally vest in annual increments of 25% each year, commencing one year after the date of grant. The exercise prices of stock options are equal to the closing price of the Company's common stock on the most recent trading date prior to the date of grant.

The Company recognized $37.5 million, $22.5 million and $17.3 million in equity-based compensation expense for the years ended December 31, 2021, 2020 and 2019, respectively. Stock compensation expense for the years ended December 31, 2021, 2020 and 2019 is impacted by forfeiture adjustments and restricted stock unit adjustments based on actual performance compared to vesting targets. At December 31, 2021, there was $39.8 million of unrecognized compensation expense related to unvested options, restricted stock and restricted stock units, which is expected to be recognized over the remaining weighted average vesting period of 1.2 years.

At December 31, 2021, there were no warrants outstanding. The Company recognized a deferred income tax benefit of $9.6 million, $5.5 million and $4.0 million for the years ended December 31, 2021, 2020 and 2019, respectively, related to equity-based compensation expense.

Stock Options

Stock option activity during 2019, 2020 and 2021 was as follows (aggregate intrinsic value in thousands):

	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value
Options outstanding at January 1, 2019	1,199,540	$ 44.64	7.26	$ 2,717
Options granted	605,200	28.50	9.21	1,343
Options exercised	(55,671)	19.05	N/A	658
Options cancelled	(389,001)	40.84	N/A	N/A
Options outstanding at December 31, 2019	1,360,068	39.40	7.57	1,650
Options granted	507,600	33.13	9.18	157
Options exercised	(68,700)	29.15	N/A	854
Options cancelled	(288,662)	39.67	N/A	N/A
Options outstanding at December 31, 2020	1,510,306	37.56	7.35	1,414
Options granted	324,320	57.53	9.31	851
Options exercised	(558,322)	39.45	N/A	11,118
Options cancelled	(170,235)	40.08	N/A	N/A
Options outstanding at December 31, 2021	1,106,069	$ 42.07	7.49	$ 19,988
Options exercisable at December 31, 2020	596,606	$ 45.37	5.55	$ 543
Options exercisable at December 31, 2021	324,409	$ 43.24	5.48	$ 5,575

Fair values are estimated using the Black-Scholes option pricing model. The following table summarizes the grant-date fair value of options and the assumptions used to develop the fair value estimates for options granted during the years ended December 31, 2021, 2020 and 2019:

	Year Ended December 31,		
	2021	2020	2019
Weighted average grant-date fair value of options	$ 20.64	$ 12.37	$ 17.59
Risk-free interest rate	0.9%	1.6%	2.4%
Expected volatility	40%	41%	38%
Expected life (in years)	5.0	5.0	5.0

The Company's estimate of expected volatility for stock options is based upon the volatility of its stock price over the expected life of the award. The risk-free interest rate is the approximate yield on U. S. Treasury Strips having a life equal to the expected option life on the date of grant. The expected life is an estimate of the number of years an option will be held before it is exercised.

Other Stock-Based Awards

Restricted stock activity during 2019, 2020 and 2021 was as follows:

	Number of Shares	Weighted Average Grant-Date Fair Value
Unvested at January 1, 2019	805,057	$ 42.40
Granted	700,937	28.77
Cancelled	(389,684)	33.50
Vested	(311,174)	44.23
Unvested at December 31, 2019	805,136	$ 34.14
Granted	637,312	25.82
Cancelled	(129,683)	34.56
Vested	(289,769)	35.88
Unvested at December 31, 2020	1,022,996	$ 28.41
Granted	352,430	58.32
Cancelled	(82,751)	39.63
Vested	(366,048)	30.81
Unvested at December 31, 2021	926,627	$ 37.84

Restricted stock unit activity during 2019, 2020 and 2021 was as follows:

	Number of Units	Weighted Average Grant-Date Fair Value
Unvested at January 1, 2019	484,111	$ 44.52
Granted	234,408	34.54
Cancelled	(271,162)	45.17
Vested	—	—
Unvested at December 31, 2019	447,357	$ 38.89
Granted	583,680	10.60
Performance adjustment	117,772	13.50
Cancelled	(63,056)	43.35
Vested	(12,691)	42.09
Unvested at December 31, 2020	1,073,062	$ 20.15
Granted	149,416	61.52
Performance adjustment	465,993	25.49
Cancelled	—	—
Vested	(184,051)	42.30
Unvested at December 31, 2021	1,504,420	$ 23.20

Restricted stock awards are time-based vesting awards that vest over a period of three or four years and are subject to continuing service of the employee or non-employee director over the ratable vesting periods. The fair values of the restricted stock awards were determined based on the closing price of the Company’s common stock on the trading date immediately prior to the grant date.

Restricted stock units are granted to employees and are subject to Company performance compared to pre-established targets and Company performance compared to peers. In addition to Company performance, these performance-based restricted stock units are subject to the continuing service of the employee during the two- or three-year period covered by the awards. The performance condition for the restricted stock units is based on the Company’s achievement of annually established targets for diluted earnings per share. Additionally, the number of shares issuable pursuant to restricted stock units granted during 2020 and 2019 are subject to adjustment based on the Company’s three-year annualized total stockholder return relative to a peer group consisting of S&P 1500 companies within the Healthcare Providers & Services 6 digit GICS industry group and selected other companies deemed to be peers. The number of shares issuable at the end of the applicable vesting period of restricted stock units ranges from 0% to 200% of the targeted units based on the Company’s actual performance compared to the targets and, for 2020 and 2019 awards, performance compared to peers.

The fair values of restricted stock units were determined based on the closing price of the Company's common stock on the trading date immediately prior to the grant date for units subject to performance conditions, or at its Monte-Carlo simulation value for units subject to market conditions.

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17. Income Taxes

Provision for income taxes consists of the following for the periods presented (in thousands):

	Year Ended December 31,		
	2021	2020	2019
Current:			
Federal	$ 48,292	$ (18,215)	$ 18,954
State	6,715	4,981	3,440
Foreign	778	732	1,602
Total current	55,785	(12,502)	23,996
Deferred:			
Federal	13,339	46,442	(1,572)
State	(1,892)	564	2,509
Foreign	325	6,102	152
Total deferred provision	11,772	53,108	1,089
Provision for income taxes	$ 67,557	$ 40,606	$ 25,085

A reconciliation of the U.S. federal statutory rate to the effective tax rate is as follows for the periods presented:

	Year Ended December 31,		
	2021	2020	2019
U.S. federal statutory rate on income before income taxes	21.0%	21.0%	21.0%
Impact of foreign operations	1.7	(0.5)	1.1
Effects of statutory rate change	—	3.2	—
State income taxes, net of federal tax effect	3.9	5.1	5.8
Permanent differences	1.7	1.5	3.3
Change in valuation allowance	(2.8)	127.4	0.6
Unrecognized tax benefit release	(0.9)	(0.4)	0.5
Federal tax credits	(0.8)	(1.0)	(2.2)
Basis recognition related to foreign divestiture	—	(129.9)	—
CARES Act impacts to net operating losses	—	(4.5)	—
Other	0.7	0.2	1.9
Effective income tax rate	24.5%	22.1%	32.0%

For the year ended December 31, 2021, the provision for income taxes was $67.6 million, reflecting an effective tax rate of 24.5%, compared to $40.6 million, reflecting an effective tax rate of 22.1%, for the year ended December 31, 2020. The increase in the effective tax rate for the year ended December 31, 2021 was primarily attributable to the Company's recognition of a deferred tax liability as a result of the Company's previous permanent reinvestment assertion and non-recurring impacts of the U.S. and U.K. tax legislation enacted in 2020.

The domestic and foreign components of income from continuing operations before income taxes for continuing operations are as follows (in thousands):

	Year Ended December 31,		
	2021	2020	2019
Foreign	$ 5,596	$ 9,904	$ 6,070
Domestic	270,164	173,893	72,325
Income from continuing operations before income taxes	$ 275,760	$ 183,797	$ 78,395

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and liabilities of the Company at December 31, 2021 and December 31, 2020 were as follows (in thousands):

	December 31, 2021	December 31, 2020
Deferred tax assets:		
Net operating losses and tax credit carryforwards – federal and state	$ 9,354	$ 7,486
Capital loss carryovers (a)	215,367	239,269
Bad debt allowance	1,083	1,243
Accrued compensation and severance	18,241	20,889
Insurance reserves	18,847	18,497
Leases	896	846
Accrued expenses	5,768	11,817
Interest carryforwards	3,396	3,374
Lease right-of-use liabilities	26,154	24,402
Other assets	8,066	13,251
Total gross deferred tax assets	307,172	341,074
Less: valuation allowance	(217,325)	(241,225)
Deferred tax assets	89,847	99,849
Deferred tax liabilities:		
Fixed asset basis difference	(2,456)	(5,553)
Prepaid items	(2,882)	(2,960)
Intangible assets	(126,446)	(115,196)
Lease right-of-use assets	(24,660)	(22,948)
Investment in foreign subsidiary	(4,691)	—
Total deferred tax liabilities	(161,135)	(146,657)
Total net deferred tax liability	$ (71,288)	$ (46,808)

(a) The presentation of the December 31, 2020 deferred tax liability attributable to the U.K. divestiture has been adjusted to reflect the final outcome of the sale.

The Company established a deferred tax asset, during 2020, related to the Company's investment in a foreign subsidiary in the amount of $239.1 million, in anticipation of the Company's divestiture of the U.K. business on January 19, 2021. The Company concluded a full valuation allowance of this deferred tax asset was required as the Company expected the finalization of the divestiture to result in a capital loss. In 2021, upon the closing of the transaction, the Company recorded adjustments to its previous estimates of the capital loss, resulting in a tax benefit of $7.5 million to account for current year transactions and certain state jurisdictions where the tax benefit from the U.K. loss is projected to be realized. The Company concluded that a full valuation allowance on the remaining capital loss of $215.4 million was necessary due to the limitations in realizing the asset via offsetting capital gains in the future.

For the year ended December 31, 2021, the Company determined and asserts that the current and accumulated earnings from foreign operations are no longer indefinitely reinvested, and a deferred tax liability was established on the current and accumulated undistributed earnings of the Company's continuing foreign operations within Puerto Rico in the amount of $4.6 million, resulting in an income tax expense in the current year. This deferred tax liability was not recognized in prior years under the exception within ASC 740-30-25-18 that limits the recognition of deferred tax liabilities for the excess of book basis over tax basis in an investment in a subsidiary in instances when the Company is permanently reinvested.

The Company records a valuation allowance to reduce its net deferred tax assets to the amount that is more likely than not to be realized. At December 31, 2021 and 2020, the Company carried a valuation allowance against deferred tax assets of $217.3 million and $241.2 million, respectively. These amounts are primarily related to deferred tax assets related to the Company's capital loss carryforward resulting from the U.K. Sale and certain state net operating losses.

As of December 31, 2021 and 2020, the Company had no federal net operating loss carryforwards. The foreign net operating loss carryforwards at December 31, 2021 and 2020 are approximately $0.1 million and $0.1 million, respectively, and have no expiration.

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The Company has state net operating loss carryforwards at December 31, 2021 and 2020 of approximately $227.3 million and $170.0 million, respectively. The increase in net operating loss carryforwards from prior year results from states that do not distinguish losses as either capital or ordinary in nature; therefore, the Company is able to deduct the loss on the sale of its U.K. operations. These net operating loss carryforwards, if not used to offset future taxable income, will expire from 2022 to 2035. In addition, the Company has certain state tax credits of $0.4 million which will begin to expire in 2030 if not utilized.

Income taxes receivable was $24.6 million and $0.9 million at December 31, 2021 and 2020, respectively. At December 31, 2021, $23.1 million of income taxes receivable has been included in other assets due to anticipated delays in receipt of income tax refunds associated with amended tax return filings. The remaining $1.5 million of income taxes receivable is included in other current assets in the December 31, 2021 consolidated balance sheet. Income taxes payable of $5.5 million and $16.3 million at December 31, 2021 and 2020, respectively, was included in other accrued liabilities in the consolidated balance sheets. The decrease in the payable for the year ended December 31, 2021 was primarily attributable to tax payments in excess of accruals and the income tax benefit derived from the Company's accelerated repayment of $18.5 million of CARES payroll tax deferrals taken on the 2020 U.S. jurisdictional filings.

The Company recorded income taxes payable related to unrecognized tax benefits of $0.0 million and $2.5 million at December 31, 2021 and December 31, 2020, respectively. These amounts are inclusive of any interest and penalties, which is included in other liabilities on the consolidated balance sheets. A reconciliation of the beginning and ending amount of unrecognized income tax benefits, exclusive of any interest and penalties, net of the federal benefit, is as follows (in thousands):

	2021	2020
Balance at January 1	$ 2,060	$ 2,441
Additions based on tax positions related to the current year	—	—
Reductions as a result of the lapse of applicable statutes of limitations and settlements with tax authorities	(2,060)	(381)
Balance at December 31	$ —	$ 2,060

At December 31, 2021 and 2020, the cumulative amounts of interest and penalties recognized were $0.0 million and $0.5 million, respectively. Unrecognized tax benefits of $2.1 million would affect the effective rate if recognized during the current year as a result of a lapse of the statute of limitations and settlements with taxing authorities.

The Company and its subsidiaries file income tax returns in federal and in many state and local jurisdictions as well as foreign jurisdictions. The Company may be subject to examination by the Internal Revenue Service (“IRS”) for calendar year 2018 through 2020. Additionally, any net operating losses that were generated in prior years and utilized in these years may also be subject to examination by the IRS. While no other foreign jurisdictions are presently under examination, the Company may be subject to examination for calendar years 2017 through 2020. Generally, for state tax purposes, the Company’s 2015 through 2020 tax years remain open for examination by the tax authorities. At the date of this report there were no audits or inquires that had progressed sufficiently to predict their ultimate outcome.

18. Derivatives

The Company entered into foreign currency forward contracts during the year ended December 31, 2020 in connection with certain transfers of cash between the U.S. and U.K. under the Company’s cash management and foreign currency risk management programs. Foreign currency forward contracts limit the economic risk of changes in the exchange rate between U.S. Dollars (“USD”) and British Pounds (“GBP”) associated with cash transfers.

In August 2019, the Company also entered into multiple cross currency swap agreements with an aggregate notional amount of $650.0 million to manage foreign currency risk by effectively converting a portion of its fixed-rate USD-denominated senior notes, including the semi-annual interest payments thereunder, to fixed-rate GBP-denominated debt of £538.1 million. During the term of the swap agreements, the Company received semi-annual interest payments in USD from the counterparties at fixed interest rates, and the Company made semi-annual interest payments in GBP to the counterparties at fixed interest rates. The interest payments under the cross-currency swap agreements resulted in £25.4 million of annual cash flows from the Company’s U.K. business being converted to $35.8 million.

In conjunction with the U.K. Sale in January 2021, the Company settled its cross currency swap liability and outstanding forward contracts. Cash paid for the settlement of the cross currency swap agreements and forward contracts outstanding at December 31, 2020 are included in investing activities on the consolidated statement of cash flows.

The Company designated the cross currency swap agreements and forward contracts entered into during 2020 as qualifying hedging instruments and accounted for these derivatives as net investment hedges. The fair value of these derivatives at December 31, 2020 of $84.6 million is recorded as derivative instrument liabilities in the consolidated balance sheet. During 2019, the Company elected the spot method for recording its net investment hedges. Gains and losses resulting from the settlement of the excluded components were recorded in interest expense on the consolidated statement of operations. Gains and losses resulting from fair value adjustments to the cross currency swap agreements were recorded in accumulated other comprehensive loss as the swaps are effective in hedging the designated risk. These gains and losses were considered in the carrying value of the U.K. operations and included in the loss on the U.K. Sale recorded in December 31, 2020 and January 2021. Prior to the U.K. Sale, cash flows related to the cross currency swap derivatives are included in operating activities in the consolidated statements of cash flows.

19. Fair Value Measurements

The carrying amounts reported for cash and cash equivalents, accounts receivable, other current assets, accounts payable and other current liabilities approximate fair value because of the short-term maturity of these instruments.

The carrying amounts and fair values of the Company's New Credit Facility, Prior Credit Facility, 5.625% Senior Notes, 6.500% Senior Notes, 5.500% Senior Notes, 5.000% Senior Notes, other long-term debt and derivative instrument liabilities at December 31, 2021 and 2020 were as follows (in thousands):

	Carrying Amount December 31,		Fair Value December 31,	
	2021	2020	2021	2020
New Credit Facility	$ 584,418	$ —	$ 584,418	$ —
Prior Credit Facility	$ —	$ 1,175,437	$ —	$ 1,175,437
5.625% Senior Notes due 2023	$ —	$ 646,344	$ —	$ 647,960
6.500% Senior Notes due 2024	$ —	$ 385,636	$ —	$ 393,850
5.500% Senior Notes due 2028	$ 443,894	$ 443,139	$ 466,577	$ 475,931
5.000% Senior Notes due 2029	$ 468,907	$ 468,245	$ 481,802	$ 499,852
Other long-term debt	$ —	$ 3,625	$ —	$ 3,625
Derivative instrument liabilities	$ —	$ 84,584	$ —	$ 84,584

The Company's New Credit Facility, Prior Credit Facility, 5.625% Senior Notes, 6.500% Senior Notes, 5.500% Senior Notes, 5.000% Senior Notes and other long-term debt were categorized as Level 2 in the GAAP fair value hierarchy. Fair values were based on trading activity among the Company's lenders and the average bid and ask price as determined using published rates.

The fair values of the derivative instrument liabilities were categorized as Level 2 in the GAAP fair value hierarchy and were based on observable market inputs including applicable exchange rates and interest rates.

20. Commitments and Contingencies

The Company is, from time to time, subject to various claims, lawsuits, governmental investigations and regulatory actions, including claims for damages for personal injuries, medical malpractice, overpayments, breach of contract, securities law violations, tort and employment related claims. In these actions, plaintiffs request a variety of damages, including, in some instances, punitive and other types of damages that may not be covered by insurance. In addition, healthcare companies are subject to numerous investigations by various governmental agencies. Certain of the Company's individual facilities have received, and from time to time, other facilities may receive, subpoenas, civil investigative demands, audit requests and other inquiries from, and may be subject to investigation by, federal and state agencies. These investigations can result in repayment obligations, and violations of the False Claims Act can result in substantial monetary penalties and fines, the imposition of a corporate integrity agreement and exclusion from participation in governmental health programs. In addition, the federal False Claims Act permits private parties to bring qui tam, or "whistleblower," suits against companies that submit false claims for payments to, or improperly retain overpayments from, the government. Some states have adopted similar state whistleblower and false claims provisions.

On April 1, 2019, a consolidated complaint was filed against the Company and certain former and current officers in the lawsuit styled *St. Clair County Employees' Retirement System v. Acadia Healthcare Company, Inc., et al.*, Case No. 3:19-cv-00988, which is pending in the United States District Court for the Middle District of Tennessee. The complaint purports to be brought on behalf of a class consisting of all persons (other than defendants) who purchased securities of the Company between April 30, 2014 and November 15, 2018, and alleges that defendants violated Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and Rule 10b-5 promulgated thereunder. At this time, the Company is not able to quantify any potential liability in connection with this litigation because the case is in its early stages.

On February 21, 2019, a purported stockholder filed a related derivative action on behalf of the Company against certain former and current officers and directors in the lawsuit styled *Davydov v. Joey A. Jacobs, et al.*, Case No. 3:19-cv-00167, which is pending in the United States District Court for the Middle District of Tennessee. The complaint alleges claims for violations of Section 10(b) and 14(a) of the Exchange Act, breach of fiduciary duty, waste of corporate assets, and unjust enrichment. On May 23, 2019, a purported stockholder filed a second related derivative action on behalf of the Company against certain former and current officers and directors in the lawsuit styled *Beard v. Jacobs, et al.*, Case No. 3:19-cv-0441, which is pending the United States District Court for the Middle District of Tennessee. The complaint alleges claims for violations of Sections 10(b), 14(a), and 21D of the Exchange Act, breach of fiduciary duty, waste of corporate assets, unjust enrichment, and insider selling. On June 11, 2019, the *Davydov* and *Beard* actions were consolidated. On February 16, 2021, the parties filed a stipulation staying the case. On October 23, 2020, a purported stockholder filed a third related derivative action on behalf of the Company against former and current officers and directors in the lawsuit styled *Pfenning v. Jacobs, et al.*, Case No. 2020-0915-JRS, which is pending in the Court of Chancery of the State of Delaware. The complaint alleges claims for breach of fiduciary duty. On February 17, 2021, the court entered an order staying the case. At this time, the Company is not able to quantify any potential liability in connection with this litigation because the cases are in their early stages.

On April 25, 2018, plaintiff filed *Pence v. Sober Living By the Sea, Inc*. - 30-2018-00988742-CU-OE-CXC, Orange County Superior Court (Pence I). On July 13, 2018, plaintiff next filed *Pence v. Sober Living by the Sea, Inc.; Acadia Healthcare Company, Inc.* - 30-2018-01005317-CU-OE-CJC, Orange County Superior Court (Pence II). These cases have now been consolidated before the same judge in the Complex Litigation Department of the Orange County Superior Court. The complaints allege various wage and hour violations under California law on behalf of a putative class of all non-exempt California employees of Acadia and various subsidiaries, going back to April 25, 2014, and on behalf of purportedly aggrieved non-exempt employees under California's Private Attorney General Act ("PAGA"). The claims include (1) failure to provide overtime wages; (2); failure to provide minimum wages; (3) failure to provide meal periods; (4) failure to provide rest periods; (5); failure to pay wages due at termination; (6) failure to provide accurate wage statements; (7) violations of California Business and Professions Code section 17200; and (8) civil penalties under California Labor Code section 2699 (PAGA). During the second quarter of 2020, the Company recorded approximately $4.0 million to transaction-related expenses in the consolidated statement of operations based on the Company's expected settlement and legal fees. The court granted final approval of the settlement in September 2021, and the Company made the settlement payment in October 2021.

In the fall of 2017, the Office of Inspector General ("OIG") issued subpoenas to three of the Company's facilities requesting certain documents from January 2013 to the date of the subpoenas. The U.S. Attorney's Office for the Middle District of Florida issued a civil investigative demand to one of the Company's facilities in December 2017 requesting certain documents from November 2012 to the date of the demand. In April 2019, the OIG issued subpoenas relating to six additional facilities requesting certain documents and information from January 2013 to the date of the subpoenas. The government's investigation of each of these facilities is focused on claims not eligible for payment because of alleged violations of certain regulatory requirements relating to, among other things, medical necessity, admission eligibility, discharge decisions, length of stay and patient care issues. The Company is cooperating with the government's investigation but is not able to quantify any potential liability in connection with these investigations.

21. Employee Benefit Plans

The Company maintains a qualified defined contribution 401(k) plan covering substantially all of its employees in the U.S. The Company may, at its discretion, make contributions to the plan. The Company recorded expense of $2.8 million, $3.8 million and $4.1 million related to the 401(k) plan for the years ended December 31, 2021, 2020 and 2019, respectively.

22. Financial Information Combined Wholly-Owned Subsidiaries

The Company conducts substantially all of its business through its subsidiaries. The 5.500% Senior Notes and the 5.000% Senior Notes are jointly and severally guaranteed on an unsecured senior basis by all of the Company's subsidiaries that guarantee the Company's obligations under the New Credit Facility. The 5.625% Senior Notes, the 6.500% Senior Notes, the 5.500% Senior Notes and the 5.000% Senior Notes were all jointly and severally guaranteed on an unsecured senior basis by all of the Company's subsidiaries that guaranteed the Company's obligations under the Prior Credit Facility. Summarized financial information presented below is consistent with the consolidated financial statements of the Company, except transactions between combining entities have been eliminated. Financial information for the combined non-guarantor entities has been excluded. Presented below is financial information for the combined wholly-owned subsidiary guarantors at December 31, 2021 and 2020, and for the year ended December 31, 2021.

Summarized balance sheet information (in thousands):

	December 31,	
	2021	2020
Current assets	$ 422,113	$ 654,735
Property and equipment, net	1,525,569	1,421,875
Goodwill	2,086,978	1,992,305
Total noncurrent assets	3,893,087	3,640,809
Current liabilities	385,044	626,419
Long-term debt	1,460,046	2,786,125
Total noncurrent liabilities	1,752,271	3,045,981
Redeemable noncontrolling interests	—	—
Total equity	2,177,885	623,144

Summarized operating results information (in thousands):

	For the Year Ended December 31, 2021
Revenue	$ 2,132,637
Income from continuing operations before income taxes	246,473
Net income	184,785
Net income attributable to Acadia Healthcare Company, Inc.	184,785

LIST OF SUBSIDIARIES

#22-034

Name of Subsidiary *(including dba name, if applicable)*	Jurisdiction of Incorporation or Organization
Abilene Holding Company, LLC	Delaware
Abilene Legacy Sub, LLC dba Abilene Behavioral Health	Delaware
Acadia Assurance Company	Tennessee
Acadia Battle Creek Holdings, LLC	Tennessee
Acadia Central Florida JV Holdings, LLC	Delaware
Acadia Chattanooga Holdings, LLC	Tennessee
Acadia Columbus JV Holdings, LLC	Delaware
Acadia Crestwyn Holdings, LLC	Tennessee
Acadia CTC Holdings, LLC	Tennessee
Acadia Denver JV Holdings, LLC	Delaware
Acadia Detroit JV Holdings, LLC	Delaware
Acadia Fort Wayne JV Holdings, LLC	Delaware
Acadia IN HoldCo, LLC	Delaware
Acadia JV Holdings, LLC	Delaware
Acadia Knoxville JV Holdings, LLC	Tennessee
Acadia LaPlace Holdings, LLC	Delaware
Acadia Management Company, LLC	Delaware
Acadia Merger Sub, LLC	Delaware
Acadia Nashville JV Holdings, LLC	Delaware
Acadia New Bedford Holdings, LLC	Delaware
Acadia PA JV Holdings, LLC	Tennessee
Acadia Reading Holdings, LLC	Delaware
Acadia Realty Holdings, LLC	Delaware
Acadia San Diego JV Holdings, LLC	Delaware
Acadia South Florida Holdings, LLC	Delaware
Acadia St. Paul JV Holdings, LLC	Delaware
Acadia St. Paul JV, LLC	Delaware
Acadia - SCL Health JV, LLC	Delaware
Acadiana Addiction Center, LLC dba Acadiana Addiction Center	Delaware
Advanced Treatment Systems, LLC dba Coatesville Treatment Center dba Coatesville Comprehensive Treatment Center dba Lebanon Treatment Center dba Lebanon Comprehensive Treatment Center	Virginia
Arkansas Treatment Centers, LLC dba Fort Smith Comprehensive Treatment Center	Delaware
Arizona Treatment Center, LLC dba Casa Grande Comprehensive Treatment Center	Delaware
Ascent Acquisition - CYPDC, LLC dba Ascent Acquisition - CYPDC	Arkansas
Ascent Acquisition - PSC, LLC dba Ascent Acquisition - PSC	Arkansas
Ascent Acquisition, LLC dba Ascent Children's Health Services dba Ascent	Arkansas
Aspen Education Group, Inc.	California
Aspen Youth, Inc.	California
Atlanta Recovery Center, LLC	Delaware

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Name of Subsidiary *(including dba name, if applicable)*	**Jurisdiction of Incorporation or Organization**
ATS of Cecil County, LLC	Virginia
dba Cumberland Treatment Center	
dba Cumberland Comprehensive Treatment Center	
dba Elkton Treatment Center	
dba Elkton Comprehensive Treatment Center	
dba Pine Heights Treatment Center	
dba Pine Heights Comprehensive Treatment Center	
ATS of Delaware, LLC	Virginia
dba Claymont Treatment Center	
dba Claymont Comprehensive Treatment Center	
dba Newark Comprehensive Treatment Center	
dba Dover Comprehensive Treatment Center	
ATS of North Carolina, LLC	Virginia
dba Carolina Treatment Center of Fayetteville	
dba Carolina Treatment Center of Pinehurst	
dba Carolina Treatment Center of Goldsboro	
dba Cumberland County Treatment Center	
dba Mountain Health Solutions – North Wilkesboro	
dba Mountain Health Solutions – Asheville	
dba Fayetteville Comprehensive Treatment Center	
dba Goldsboro Comprehensive Treatment Center	
dba Pinehurst Comprehensive Treatment Center	
dba Asheville Comprehensive Treatment Center	
dba North Wilkesboro Comprehensive Treatment Center	
dba Winston-Salem Comprehensive Treatment Center	
Austin Behavioral Hospital, LLC	Delaware
dba Cross Creek Hospital	
dba Cross Creek Behavioral Hospital	
Austin Eating Disorders Partners, LLC	Missouri
dba McCallum Place Austin	
dba Cedar Springs Austin	
Azure Acres Treatment Center, LLC	Delaware
Baton Rouge Treatment Center, LLC	Louisiana
dba Baton Rouge Comprehensive Treatment Center	
Bayside Marin, Inc.	Delaware
dba Bayside Marin I	
dba Bayside Marin II	
dba Bayside Marin III	
dba Bayside Marin IV	
dba Bayside San Francisco	
BCA of Detroit, LLC	Delaware
dba BCA Stonecrest Center	
dba StoneCrest Center	
Beckley Treatment Center, LLC	West Virginia
dba Beckley Treatment Center	
dba Beckley Comprehensive Treatment Center	
Belmont Behavioral Hospital, LLC	Delaware
dba Philadelphia Children's Crisis Response Center	
Belmont Physician Services, LLC	Delaware
Bethlehem Behavioral Health, LLC	Delaware
BGI of Brandywine, LLC	Virginia
dba Bowling Green at Brandywine	
Blue Ridge Mountain Recovery Center, LLC	Delaware

Name of Subsidiary *(including dba name, if applicable)*	Jurisdiction of Incorporation or Organization
Bowling Green Inn of Pensacola, LLC	Virginia
dba Twelve Oaks	
dba Twelve Oaks Treatment Center	
dba Wellness Resource Center	
Bowling Green Inn of South Dakota, Inc.	Virginia
dba Keystone Treatment Center	
Bronson-Acadia Joint Venture, LLC	Michigan
California Treatment Services, LLC	California
dba Recovery Solutions of Santa Ana	
Canopy Cove, LLC	Delaware
Capestrano Investment Company, Inc.	Puerto Rico
Capestrano Realty Company, Inc.	Puerto Rico
CAPS of Virginia, LLC	Virginia
Cartersville Center, LLC	Georgia
dba Cartersville Center	
dba Cartersville Comprehensive Treatment Center	
Cascade Behavioral Holding Company, LLC	Delaware
Cascade Behavioral Hospital, LLC	Delaware
dba Cascade Behavioral Health	
CBHS Management Company, LLC	Delaware
CBHS Management Holdings, Inc.	Delaware
Cedar Crest Clinic	Texas
Center for Behavioral Health-HA, LLC	Pennsylvania
dba Harrisburg Comprehensive Treatment Center	
dba Farrell Comprehensive Treatment Center	
Center for Behavioral Health-ME, Inc.	Maine
dba Discovery House	
dba South Portland Comprehensive Treatment Center	
Center for Behavioral Health-PA, LLC	Pennsylvania
dba Cranberry Township Comprehensive Treatment Center	
dba Pittsburgh Comprehensive Treatment Center	
CenterPointe Behavioral Health System, LLC	Delaware
CenterPointe Columbia Real Estate, LLC	Missouri
Centerpointe Community Based Services, LLC	Indiana
CenterPointe Hospital of Columbia, LLC	Missouri
Charleston Treatment Center, LLC	West Virginia
dba Charleston Treatment Center	
dba Charleston Comprehensive Treatment Center	
Chicago BH Hospital, LLC	Delaware
dba Montrose Behavioral Health Hospital	
Clarksburg Treatment Center, LLC	West Virginia
dba Clarksburg Treatment Center	
dba Clarksburg Comprehensive Treatment Center	
Clarksville Treatment Center, LLC	Tennessee
dba Clarksville Comprehensive Treatment Center	
Clearbrook Treatment Centers, LLC	Pennsylvania
dba Huntington Creek Recovery Center	
Clearbrook Treatment Centers Land, LLC	Pennsylvania
Commodore Acquisition Sub, LLC	Delaware
Conway Behavioral Health, LLC	Delaware
Corrections - Comprehensive Treatment Centers, LLC	Delaware
CP Acquisition Sub, LLC	Delaware
CPCA, LLC	Delaware
dba Ann Arbor Treatment Center	
dba Cedar Rapids Treatment Center	
dba Holland Treatment Center	
dba Midcoast Treatment Center	
dba Western Michigan Treatment Center	

Name of Subsidiary *(including dba name, if applicable)*	Jurisdiction of Incorporation or Organization
CRC ED Treatment, LLC	Delaware
dba Center for Hope of the Sierras	
dba Montecatini	
dba Montecatini II	
dba Carolina House	
dba Carolina House-Raleigh	
dba Montecatini Outpatient Treatment Center	
CRC Group, LLC	Delaware
CRC Health, LLC	Delaware
dba eGetgoing	
CRC Health Oregon, LLC	Oregon
dba Albany Comprehensive Treatment Center	
dba Tigard Comprehensive Treatment Center	
dba Allied Health Services Portland -Alder	
dba Allied Health Services Ontario	
dba Allied Health Services Portland - Belmont	
dba Allied Health Services East	
dba Allied Health Services Portland - Burnside	
dba Allied Health Services Beaverton	
dba Allied Health Services - Medford	
dba Allied Health Services for Drug Recovery	
dba Willamette Valley Treatment Center	
dba Salem Comprehensive Treatment Center	
dba Downtown Portland Comprehensive Treatment Center	
dba Belmont Comprehensive Treatment Center	
dba East Portland Comprehensive Treatment Center	
dba Medford Comprehensive Treatment Center	
dba Hillsboro Comprehensive Treatment Center	
CRC Health Tennessee, LLC	Tennessee
dba New Life Lodge	
dba New Life Recovery Services-Cookeville	
dba Mirror Lake Recovery Center	
dba New Life Recovery Services-Jacksboro	
dba New Life Recovery Services-Jamestown	
dba New Life Recovery Services-Knoxville	
dba New Life Recovery Services-Knoxville West	
CRC Health Treatment Clinics, LLC	Delaware
dba North Florida Treatment Center	
dba Maricopa County Comprehensive Treatment Center	
dba Hattiesburg Comprehensive Treatment Center	
dba Gulf Coast Comprehensive Treatment Center	
dba Shelbyville Comprehensive Treatment Center	
dba Southaven Comprehensive Treatment Center	
dba Kentuckian Comprehensive Treatment Center	
dba North Orlando Comprehensive Treatment Center	
dba Volusia County Comprehensive Treatment Center	
dba West Tampa Comprehensive Treatment Center	
dba Volusia County Comprehensive Treatment Center	
dba St. Lucie Comprehensive Treatment Center	
dba Panhandle Comprehensive Treatment Center	
dba Ft. Lauderdale Comprehensive Treatment Center	
dba North Miami Comprehensive Treatment Center	
dba Lakeland Comprehensive Treatment Center	
dba North Florida Comprehensive Treatment Center	

Name of Subsidiary (including dba name, if applicable)	Jurisdiction of Incorporation or Organization
CRC Recovery, Inc.	Delaware
dba Midcoast Treatment Center	
dba Cedar Rapids Treatment Center	
dba Cedar Rapids Comprehensive Treatment Center	
dba Lansing Comprehensive Treatment Center	
dba Council Bluffs Comprehensive Treatment Center	
dba Ann Arbor Treatment Center	
dba Ann Arbor Comprehensive Treatment Center	
dba Western Michigan Treatment Center	
dba Western Michigan Comprehensive Treatment Center	
CRC Wisconsin RD, LLC	Wisconsin
dba Burkwood Treatment Center	
Crestwyn Health Group, LLC	Tennessee
Crossroads Regional Hospital, LLC	Delaware
dba Longleaf Hospital	
Danville Hospital Opco, LLC	Delaware
Delta Medical Services, LLC	Tennessee
Detroit Behavioral Institute, LLC	Massachusetts
dba Capstone Academy	
dba Detroit Behavioral Institute – Capstone Program	
dba Detroit Capstone	
DHG Services, LLC	Delaware
Discovery House, LLC	Pennsylvania
dba Huntingdon Valley Comprehensive Treatment Center	
Discovery House-BC, LLC	Pennsylvania
dba Duncansville Comprehensive Treatment Center	
Discovery House-BR, Inc.	Maine
dba Bangor Comprehensive Treatment Center	
Discovery House CC, LLC	Pennsylvania
Dba Mechanicsburg Comprehensive Treatment Center	
Discovery House CU, LLC	Pennsylvania
dba Clearfield Comprehensive Treatment Center	
Discovery House-Group, LLC	Delaware
Discovery House-HZ, LLC	Pennsylvania
Discovery House-LT, Inc.	Utah
dba Layton Comprehensive Treatment Center	
Discovery House MA, Inc.	Massachusetts
Discovery House Monroeville, LLC	Pennsylvania
Discovery House-NC, LLC	Pennsylvania
dba New Castle Comprehensive Treatment Center	
Discovery House of Central Maine, Inc.	Maine
dba Waterville Comprehensive Treatment Center	
Discovery House TV, Inc.	Utah
dba Taylorsville Comprehensive Treatment Center	
Discovery House-UC, Inc.	Utah
dba Orem Comprehensive Treatment Center	
Discovery House Utah, Inc.	Utah
dba Salt Lake City Comprehensive Treatment Center	

Name of Subsidiary *(including dba name, if applicable)*	**Jurisdiction of Incorporation or Organization**
Discovery House WC, Inc.	Maine
dba DHNM - Northern Maine	
dba Presque Isle Comprehensive Treatment Center	
dba Calais Comprehensive Treatment Center	
DMC-Memphis, LLC	Tennessee
dba Delta Medical Center	
dba Delta Specialty Hospital	
dba Delta Comprehensive Treatment Center	
Dowell Springs Behavioral Health, LLC	Tennessee
dba East Tennessee Behavioral Health	
Duffy's Napa Valley Rehab, LLC	Delaware
East Indiana Treatment Center, LLC	Indiana
dba East Indiana Treatment Center	
dba East Indiana Comprehensive Treatment Center	
East Lake Behavioral Health, LLC	Delaware
El Paso Behavioral Hospital, LLC	Delaware
dba Vista Behavioral Health	
Erlanger Behavioral Health, LLC	Tennessee
Evansville Treatment Center, LLC	Indiana
dba Evansville Treatment Center	
dba Evansville Comprehensive Treatment Center	
FenX Healthcare, LLC	Delaware
Four Circles Recovery Center, LLC	Delaware
dba Four Circles Evolution	
FWBH, LLC	Delaware
dba Maple Heights Behavioral Health	
Galax Treatment Center, LLC	Virginia
dba Life Center of Galax	
dba New River Treatment Center	
dba Winchester Comprehensive Treatment Center	
dba Christiansburg Comprehensive Treatment Center	
dba New River Comprehensive Treatment Center	
dba Clinch Valley Comprehensive Treatment Center	
Generations BH, LLC	Ohio
Gifford Street Wellness Center, LLC	Delaware
dba Gifford Street Wellness Center	
dba Gifford Street Comprehensive Treatment Center	
Ginger Holdco, LLC	Delaware
Glenmaura Holdings, LLC	Delaware
Greenbrier Acquisition, LLC	Delaware
Greenbrier Holdings, L.L.C.	Louisiana
Greenbrier Hospital, L.L.C.	Louisiana
dba Covington Behavioral Health	
Greenbrier Realty, L.L.C.	Louisiana
Greenleaf Center, LLC	Delaware
dba Greenleaf Center	
dba Greenleaf Behavioral Health Hospital	
Habilitation Center, LLC	Arkansas
dba Millcreek of Arkansas	
dba Little Creek Behavioral Health	
Habit Opco, LLC	Delaware
dba Habit OPCO – West Lebanon	
dba Habit OPCO – Manchester	
dba Habit OPCO – Wareham	
dba Habit OPCO – Lynn	
dba Habit OPCO - Boston	
dba Habit OPCO – Brattleboro	
dba Habit OPCO - Pottstown	
dba Habit OPCO – Suburban Treatment Associates	
dba Habit OPCO - Strathmore Treatment Associates	
dba Habit OPCO – Allentown	
dba Habit OPCO – Dunmore	
dba Habit OPCO – Taunton	
dba Habit OPCO – Springfield	
dba Habit OPCO – Fitchburg	
dba Habit OPCO – Fall River	
dba Habit OPCO – Lowell	
dba Habit OPCO - Watsontown	
dba Bennington Comprehensive Treatment Center	

Name of Subsidiary (including dba name, if applicable)	Jurisdiction of Incorporation or Organization
dba Amesbury Comprehensive Treatment Center	
dba Allentown Comprehensive Treatment Center	
dba Dunmore Comprehensive Treatment Center	
dba Watsontown Comprehensive Treatment Center	
dba Manchester Comprehensive Treatment Center	
dba West Lebanon Comprehensive Treatment Center	
dba Central Jersey Comprehensive Treatment Center	
dba Brattleboro Comprehensive Treatment Center	
dba Boston Comprehensive Treatment Center	
dba Wareham Comprehensive Treatment Center	
dba Taunton Comprehensive Treatment Center	
dba Brockton Comprehensive Treatment Center	
dba Lawrence Comprehensive Treatment Center	
dba Fitchburg Comprehensive Treatment Center	
dba Springfield Comprehensive Treatment Center	
dba Lynn Comprehensive Treatment Center	
HCP Polaris Investment, LLC	Delaware
Hendersonville Recovery Center, LLC	Delaware
Henryville Inn, LLC	Pennsylvania
HEP CenterPointe Holdings, LLC	Delaware
Hermitage Behavioral, LLC	Delaware
HFHS-Acadia Joint Venture, LLC	Michigan
HMIH Cedar Crest, LLC	Delaware
dba Cedar Crest Hospital & RTC	
HSI-Acadia Joint Venture, LLC	Delaware
Huntington Treatment Center, LLC	West Virginia
dba Huntington Treatment Center	
dba Huntington Comprehensive Treatment Center	
Indianapolis Treatment Center, LLC	Indiana
dba Indianapolis Treatment Center	
dba Indianapolis Comprehensive Treatment Center	
Indio Behavioral Health, LLC	Delaware
Integrated Treatment Centers, LLC	Delaware
dba Green Bay Integrated Treatment Center	
dba Park Royal Integrated Treatment Center	
IVRTC, LLC	Delaware

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Name of Subsidiary (including dba name, if applicable)	Jurisdiction of Incorporation or Organization
Kids Behavioral Health of Montana, Inc.	Montana
dba Acadia Montana	
Lakeland Hospital Acquisition, LLC	Georgia
dba Lakeland Regional Hospital	
dba Lakeland Behavioral Health System	
Little Hills Healthcare LLC	Missouri
McCallum Group, LLC	Missouri
McCallum Properties, LLC	Missouri
Middle Tennessee Treatment Centers, LLC	Tennessee
dba Cleveland Comprehensive Treatment Center	
dba Hermitage Comprehensive Treatment Center	
dba South Nashville Comprehensive Treatment Center	
dba Hendersonville Comprehensive Treatment Center	
Millcreek School of Arkansas, LLC	Arkansas
Millcreek Schools, LLC	Mississippi
Millerton Acquisition Sub, LLC	Delaware
Milwaukee Health Services System, LLC	California
dba 10th Street Clinic	
dba River's Shore Clinic	
dba Madison Health Services	
dba Valley Health Services	
dba Wausau Health Services	
dba Appleton Comprehensive Treatment Center	
dba Madison East Comprehensive Treatment Center	
dba 10th Street Comprehensive Treatment Center	
dba River's Shore Comprehensive Treatment Center	
dba Wausau Comprehensive Treatment Center	
dba North West Wisconsin Comprehensive Treatment Center	
dba Eau Claire Comprehensive Treatment Center	
Mission Treatment Centers, Inc.	Nevada
dba Hefner Comprehensive Treatment Center	
dba Henderson Comprehensive Treatment Center	
dba Las Vegas Comprehensive Treatment Center	
dba Oklahoma City Comprehensive Treatment Center	
dba Scottsdale Comprehensive Treatment Center	
dba Tulsa Comprehensive Treatment Center	
Mission Treatment Services, Inc.	California
dba San Diego Comprehensive Treatment Center	
dba Oceanside Comprehensive Treatment Center	
dba Escondido Comprehensive Treatment Center	
Mississippi Comprehensive Treatment Centers, LLC	Delaware
dba Jackson Comprehensive Treatment Center	
Mount Bachelor Educational Center, Inc.	Oregon
Mount Carmel Behavioral Healthcare, LLC	Delaware
dba Mount Carmel Behavioral Health	
Mt. Airy Development, LLC	Ohio
dba Glenwood Behavioral Health Hospital	
dba Cardinal Creek Behavioral Health	
Muncie Treatment Center, LLC	Indiana
dba Muncie Comprehensive Treatment Center	
Next Generation Behavioral Health, LLC	Delaware
Next Generation Behavioral Health II, LLC	Delaware
NM CenterPointe Holdings, Inc.	Delaware
Northeast Behavioral Health, LLC	Delaware

Name of Subsidiary *(including dba name, if applicable)*	**Jurisdiction of Incorporation or Organization**
Ochsner-Acadia, LLC	Delaware
dba River Place Behavioral Health	
Ohio Hospital for Psychiatry, LLC	Ohio
Ohio Treatment Center, LLC	Delaware
dba Cleveland Comprehensive Treatment Center	
dba Canton Comprehensive Treatment Center	
dba Toledo Comprehensive Treatment Center	
Options Treatment Center Acquisition Corporation	Indiana
dba Options Behavioral Health System	
dba Options Treatment Center	
dba YFCS OPT	
Parkersburg Treatment Center, LLC	West Virginia
dba Parkersburg Treatment Center	
dba Parkersburg Comprehensive Treatment Center	
PC Ohio Treatment Centers, LLC	Delaware
PHC MeadowWood, LLC	Delaware
PHC of Michigan, LLC	Massachusetts
dba Harbor Oaks Hospital	
dba Pioneer Healthcare of Michigan	
dba Wellplace Michigan	
PHC of Utah, Inc.	Massachusetts
dba Highland Ridge Hospital	
dba Wellplace Utah	
PHC of Virginia, LLC	Massachusetts
dba Mount Regis Center	
Philadelphia Crisis Response Center, LLC	Delaware
Piney Ridge Treatment Center, LLC	Delaware
dba Piney Ridge Treatment Center	
dba Piney Ridge Center	
dba Ridgeview Group Home	
Pocono Mountain Recovery Center, LLC	Pennsylvania
Pocono Mountain Recovery Center Land, LLC	Pennsylvania
Polaris Hospital Holdings, LLC	Nevada
Psychiatric Resource Partners, LLC	Delaware
Quality Addiction Management, Inc.	Wisconsin
dba West Milwaukee Comprehensive Treatment Center	
dba Racine Comprehensive Treatment Center	
dba Madison West Comprehensive Treatment Center	
dba Waukesha Comprehensive Treatment Center	
dba Sheboygan Comprehensive Treatment Center	
dba Green Bay Comprehensive Treatment Center	
dba Beloit Comprehensive Treatment Center	
Reading Behavioral Healthcare, LLC	Delaware
dba Tower Behavioral Health	
Rebound Behavioral Health, LLC	South Carolina
Rebound Lodge, LLC	South Carolina
Red River Holding Company, LLC	Delaware
Red River Hospital, LLC	Delaware
dba Red River Hospital	
Rehabilitation Centers, LLC	Mississippi
dba Millcreek of Magee	
dba Millcreek of Pontotoc	
dba Millcreek of Mississippi	

Name of Subsidiary *(including dba name, if applicable)*	Jurisdiction of Incorporation or Organization
Resolute Acquisition Corporation	Indiana
dba Resolute Treatment Center	
dba Resolute Treatment Facility	
dba YFCS REL	
dba Resolute	
dba Polaris Group Home	
dba Success Group Home	
Richmond Treatment Center, LLC	Indiana
dba Richmond Treatment Center	
dba Richmond Comprehensive Treatment Center	
R.I.S.A.T., LLC	Rhode Island
dba Providence Comprehensive Treatment Center	
dba Woonsocket Comprehensive Treatment Center	
Riverview Behavioral Health, LLC	Texas
dba Vista Health Texarkana	
dba Riverview Behavioral Health	
dba Providence Comprehensive Treatment Center	
RiverWoods Behavioral Health, LLC	Delaware
dba Riverwoods Behavioral Health	
dba Blue Ridge Mountain Recovery Center	
dba Acadia Riverwood	
Rock Crest Drive, LLC	Pennsylvania
Rock Crest LLC Limited Liability Company	Pennsylvania
Rolling Hills Hospital, LLC	Oklahoma
RTC Resource Acquisition Corporation	Indiana
dba YFCS RES	
dba Resource Treatment Facility	
dba RTC Resource	
dba Polaris Group Home	
dba Carina Group Home	
Sahara Health Systems, L.L.C.	Louisiana
San Diego Health Alliance	California
dba El Cajon Comprehensive Treatment Center	
dba El Cajon Integrated Treatment Center	
dba El Cajon Treatment Center	
dba Ramona Integrated Treatment Center	
dba Fashion Valley Comprehensive Treatment Center	
dba Capalina Comprehensive Treatment Center	
San Diego Treatment Services, LLC	California
dba Third Avenue Clinic	
San Juan Capestrano Hospital, Inc.	Puerto Rico
SC Legacy Sub, LLC	Ohio
Serenity Knolls	California
Seven Hills Hospital, LLC	Delaware
Seymour Treatment Center, LLC	Indiana
SG CenterPointe Blocker, LLC	Delaware
Sheltered Living Incorporated	Texas
dba Life Healing Center of Santa Fe	
Sierra Tucson, LLC	Delaware
dba Sierra Tucson	
Signature Behavioral Hospital Operations LLC	Missouri
Signature Hospital of Leavenworth, LLC	Delaware
SJBH, LLC	Delaware

Name of Subsidiary (including dba name, if applicable)	Jurisdiction of Incorporation or Organization
Skyway House, LLC	Delaware
Sober Living by the Sea, Inc.	California
dba Sunrise Recovery Ranch	
dba The Rose of Newport Beach	
dba The Victorian of Newport Beach	
dba Sober Living IOP	
dba The Landing at Newport Beach	
dba Sunrise Ranch	
dba Sierra by the Sea	
Sonora Behavioral Health Hospital, LLC	Delaware
Southern Indiana Treatment Center, LLC	Indiana
dba Southern Indiana Treatment Center	
dba Southern Indiana Comprehensive Treatment Center	
Southstone Behavioral Healthcare Center, LLC	Delaware
Southwestern Children's Health Services, Inc.	Arizona
dba Parc Place	
dba Parc Place Behavioral	
dba Oasis Behavioral Health Hospital	
Southwood Psychiatric Hospital, LLC	Pennsylvania
dba Southwood Psychiatric Hospital	
dba Intercare – Southwood Psychiatric Hospital	
dba Intercare – Southwood Psychiatric Hospital	
dba Lakewood Residential Program	
dba Prosperity House Residential Program	
dba Southwood Family Home Services	
dba Southwood School	
dba Southwood Outpatient Psychiatric Clinic	
dba Southwood Partial Hospitalization Program	
Starlite Recovery Center, LLC	Delaware
Stone Crest Clinic	Michigan
Structure House, LLC	Delaware
dba Wellspring at Structure House	
Success Acquisition, LLC	Indiana
SUWS of the Carolinas, Inc.	Delaware
dba SUWS Seasons	
Swift River Academy, L.L.C.	Delaware
Ten Broeck Tampa, LLC	Florida
dba North Tampa Behavioral Health	
Ten Lakes Center, LLC	Ohio
Texarkana Behavioral Associates, L.C.	Texas
dba Riverview Behavioral Health Outpatient Program	
dba Vantage Point Behavioral Health	
dba Vantage Point of Northwest Arkansas	
dba Vantage Point of the Ozarks	
dba Valley Behavioral Health System	
dba Valley Behavioral Health Outpatient Program	
dba Valley Behavioral Health System Outpatient Program	
dba Vista Health	
dba Riverview Behavioral Health	
The Camp Recovery Center, LLC	California
dba Azure Acres	
dba Starlite Recovery Center	
dba The Camp Recovery Center	
dba Camp IOP-Campbell	
dba Camp IOP-Scotts Valley	
dba Camp IOP-Monterey	
dba Azure Acres IOP	

Name of Subsidiary *(including dba name, if applicable)*	Jurisdiction of Incorporation or Organization
The Pavilion at HealthPark, LLC	Florida
dba Park Royal Hospital	
dba Park Royal Psychiatric Hospital at Healthpark	
dba Park Royal Outpatient Clinic	
The Refuge, A Healing Place, LLC	Florida
The Refuge-The Nest, LLC	Florida
The Refuge - Transitions, LLC	Florida
TK Behavioral Holding Company, LLC	Delaware
TK Behavioral, LLC	Delaware
dba Timberline Knolls	
dba Timberline Knolls Residential Treatment Center	
Transcultural Health Development, Inc.	California
dba Coastal Recovery Center	
dba Coastal Comprehensive Treatment Center	
Treatment Associates, Inc.	California
dba Sacramento Treatment Center	
dba Sacramento Comprehensive Treatment Center	
TrustPoint Hospital, LLC	Tennessee
Vallejo Acquisition Sub, LLC	Delaware
Valley Behavioral Health System, LLC	Delaware
dba Valley Behavioral Health	
dba Valley Behavioral Health System	
dba Vantage Point Behavioral Health	
dba Vantage Point of Northwest Arkansas	
Vermilion Hospital, LLC	Delaware
dba Vermilion Behavioral Health Systems	
dba Vermilion Behavioral Health Systems North	
dba Vermilion Behavioral Health Systems South	
dba Acadia Vermilion Hospital	
dba Optima Specialty Hospital	
Village Behavioral Health, LLC	Delaware
dba The Village	
Virginia Treatment Center, LLC	Virginia
dba Roanoke Treatment Center	
dba Lynchburg Treatment Center	
dba Roanoke Comprehensive Treatment Center	
dba Lynchburg Comprehensive Treatment Center	
Vista Behavioral Holding Company, LLC	Delaware
Vista Behavioral Hospital, LLC	Delaware
dba Pacific Grove Hospital	
dba Vista Behavioral Hospital	
Vita Nova, LLC	Rhode Island
Volunteer Treatment Center, LLC	Tennessee
dba Volunteer Treatment Center	
WCHS, Inc.	California
dba Northwest Treatment Center	
dba Tri-Cities Treatment Center	
dba Kent Comprehensive Treatment Center	
dba Canyon Park Treatment Solutions	
dba The Renton Clinic	
dba Tacoma Treatment Solutions	
dba Vancouver Comprehensive Treatment Center	
dba Spokane Comprehensive Treatment Center	
dba Anchorage Comprehensive Treatment Center	
dba Longview Treatment Solutions	
dba Kelso Comprehensive Treatment Center	
dba Grays Harbor Comprehensive Treatment Center	
dba Riverside Comprehensive Treatment Center	
dba Bellingham Comprehensive Treatment Center	
dba Bothell Comprehensive Treatment Center	
dba Colton Comprehensive Treatment Center	
dba Desert Comprehensive Treatment Center	
dba Lakewood Comprehensive Treatment Center	
dba Temecula Valley Comprehensive Treatment Center	

Name of Subsidiary *(including dba name, if applicable)*	Jurisdiction of Incorporation or Organization
Webster Wellness Professionals, LLC	Missouri
Wellplace, LLC	Massachusetts
dba Wellplace Utah	
dba Wellplace Pennsylvania	
Wheeling Treatment Center, LLC	West Virginia
dba Wheeling Treatment Center	
dba Wheeling Comprehensive Treatment Center	
White Deer Realty, LLC	Pennsylvania
White Deer Run, LLC	Pennsylvania
dba Cove PREP	
dba White Deer Run of Lancaster	
dba New Perspectives at White Deer Run	
dba White Deer Run at Blue Mountain	
dba New Directions at Cove Forge	
dba Cove Forge Renewal Center	
dba White Deer Run of Allentown	
dba White Deer Run of Allenwood	
dba White Deer Run of Harrisburg	
dba White Deer Run of Lewisburg	
dba White Deer Run of Lancaster	
dba White Deer Run of New Castle	
dba White Deer Run of Williamsport	
dba White Deer Run of York	
dba Cove Forge Behavioral System at Erie	
dba Cove Forge Behavioral System at Pittsburg	
dba Cove Forge Behavioral System at Williamsburg	
dba Lehigh County Center for Recovery	
dba The HOPE Program of Cover Forge at Robinson	
dba White Deer Run Youth Assessment Center	
Wichita Treatment Center Inc.	Kansas
Williamson Treatment Center, LLC	West Virginia
dba Williamson Comprehensive Treatment Center	
Wilmington Treatment Center, LLC	Virginia
WP Acquisition Sub, LLC	Delaware
Youth And Family Centered Services of New Mexico, Inc.	New Mexico
dba Desert Hills of New Mexico	

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Name of Subsidiary *(including dba name, if applicable)*	**Jurisdiction of Incorporation or Organization**
Youth Care of Utah, Inc. dba Pine Ridge Academy dba Youth Care	Delaware

List of Guarantor Subsidiaries

The following subsidiaries of the Company were, as of December 31, 2021, guarantors of the Company's 5.500% Senior Notes and 5.000% Senior Notes:

Acadia JV Holdings, LLC
Acadia LaPlace Holdings, LLC
Acadia Management Company, LLC
Acadia Merger Sub, LLC
Acadia Reading Holdings, LLC
Acadiana Addiction Center, LLC
Advanced Treatment Systems, LLC
Aspen Education Group, Inc.
Aspen Youth, Inc.
ATS of Cecil County, LLC
ATS of Delaware, LLC
ATS of North Carolina, LLC
Austin Behavioral Hospital, LLC
Baton Rouge Treatment Center, LLC
Bayside Marin, Inc.
BCA of Detroit, LLC
Beckley Treatment Center, LLC
Belmont Behavioral Hospital, LLC
BGI of Brandywine, LLC
Bowling Green Inn of Pensacola, LLC
Bowling Green Inn of South Dakota, Inc.
California Treatment Services, LLC
Cartersville Center, LLC
Cascade Behavioral Holding Company, LLC
Cascade Behavioral Hospital, LLC
Center for Behavioral Health - HA, LLC
Center for Behavioral Health-ME, Inc.
Center for Behavioral Health-PA, LLC
Charleston Treatment Center, LLC
Clarksburg Treatment Center, LLC
Clearbrook Treatment Centers, LLC
Commodore Acquisition Sub, LLC
Conway Behavioral Health, LLC
CRC ED Treatment, LLC
CRC Group, LLC
CRC Health, LLC
CRC Health Oregon, LLC
CRC Recovery, Inc.
CRC Wisconsin RD, LLC
Crossroads Regional Hospital, LLC
Detroit Behavioral Institute, LLC
Discovery House CC, LLC
Discovery House CU, LLC
Discovery House of Central Maine, Inc.
Discovery House TV, Inc.
Discovery House Utah, Inc.
Discovery House WC, Inc.
Discovery House, LLC
Discovery House-BC, LLC
Discovery House-BR, Inc.
Discovery House-Group, LLC

Discovery House-LT, Inc.
Discovery House-NC, LLC
Discovery House-UC, Inc.
Duffy's Napa Valley Rehab, LLC
East Indiana Treatment Center, LLC
El Paso Behavioral Hospital, LLC
Evansville Treatment Center, LLC
Four Circles Recovery Center, LLC
Galax Treatment Center, LLC
Gifford Street Wellness Center, LLC
Greenbrier Acquisition, LLC
Greenbrier Holdings, L.L.C.
Greenbrier Hospital, L.L.C.
Greenleaf Center, LLC
Habilitation Center, LLC
Habit Opco, LLC
Hermitage Behavioral, LLC
HMIH Cedar Crest, LLC
Huntington Treatment Center, LLC
Indianapolis Treatment Center, LLC
Kids Behavioral Health Of Montana, Inc.
Lakeland Hospital Acquisition, LLC
McCallum Group, LLC
Millcreek School of Arkansas, LLC
Millcreek Schools, LLC
Milwaukee Health Services System, LLC
Mission Treatment Centers, Inc.
Mission Treatment Services, Inc.
Ohio Hospital For Psychiatry, LLC
Options Treatment Center Acquisition Corporation
Parkersburg Treatment Center, LLC
PHC MeadowWood, LLC
PHC of Michigan, LLC
PHC of Utah, Inc.
PHC of Virginia, LLC
Piney Ridge Treatment Center, LLC
Pocono Mountain Recovery Center, LLC
Psychiatric Resource Partners, LLC
Quality Addiction Management, Inc.
R.I.S.A.T., LLC
Rebound Behavioral Health, LLC
Red River Holding Company, LLC
Red River Hospital, LLC
Rehabilitation Centers, LLC
Resolute Acquisition Corporation,
Richmond Treatment Center, LLC
Riverview Behavioral Health, LLC
Riverwoods Behavioral Health, LLC
Rock Crest LLC Limited Liability Company
Rolling Hills Hospital, LLC
RTC Resource Acquisition Corporation,
Sahara Health Systems, L.L.C.
San Diego Health Alliance
San Diego Treatment Services, LLC
Serenity Knolls
Seven Hills Hospital, LLC

Shaker Clinic, LLC
Sheltered Living Incorporated
Sierra Tucson, LLC
Sober Living by the Sea, Inc.
Sonora Behavioral Health Hospital, LLC
Southern Indiana Treatment Center, LLC
Southwestern Children’s Health Services, Inc.
Southwood Psychiatric Hospital, LLC
Structure House, LLC
SUWS of the Carolinas, Inc.
Ten Broeck Tampa, LLC
Texarkana Behavioral Associates, L.C.
The Camp Recovery Center, LLC
The Pavilion at HealthPark, LLC
The Refuge, A Healing Place, LLC
TK Behavioral, LLC
TK Behavioral Holding Company, LLC
Transcultural Health Development, Inc.
Treatment Associates, Inc.
Valley Behavioral Health System, LLC
Vermilion Hospital, LLC
Village Behavioral Health, LLC
Virginia Treatment Center, LLC
Vista Behavioral Holding Company, LLC
Vista Behavioral Hospital, LLC
WCHS, Inc.
Wellplace, LLC
Wheeling Treatment Center, LLC
White Deer Realty, LLC
White Deer Run, LLC
Wichita Treatment Center Inc.
Williamson Treatment Center, LLC
Wilmington Treatment Center, LLC
Youth and Family Centered Services of New Mexico, Inc.
Youth Care of Utah, Inc.

Consent of Independent Registered Public Accounting Firm

#22-034

We consent to the incorporation by reference in the following Registration Statements:

(1) Form S-8 (No. 333-177990) pertaining to the Acadia Healthcare Company, Inc. Incentive Compensation Plan;

(2) Form S-8 (No. 333-190232) pertaining to the Acadia Healthcare Company, Inc. Incentive Compensation Plan; and

(3) Form S-8 (No. 333-211505) pertaining to the Acadia Healthcare Company, Inc. Incentive Compensation Plan;

of our reports dated March 1, 2022, with respect to the consolidated financial statements of Acadia Healthcare Company, Inc. and the effectiveness of internal control over financial reporting of Acadia Healthcare Company, Inc., included in this Annual Report (Form 10-K) of Acadia Healthcare Company, Inc. for the year ended December 31, 2021.

/s/ Ernst & Young LLP

Nashville, Tennessee
March 1, 2022

CERTIFICATION

#22-034

I, Debra K. Osteen, certify that:

1. I have reviewed this annual report on Form 10-K of Acadia Healthcare Company, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles;
   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 1, 2022

/s/ Debra K. Osteen
Debra K. Osteen
Chief Executive Officer and Director

CERTIFICATION

I, David M. Duckworth, certify that:

1. I have reviewed this annual report on Form 10-K of Acadia Healthcare Company, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles;
   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 1, 2022

/s/ David M. Duckworth
David M. Duckworth
Chief Financial Officer

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Acadia Healthcare Company, Inc. (the “Company”) on Form 10-K for the year ended December 31, 2021, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Debra K. Osteen, Chief Executive Officer and Director of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 1, 2022

/s/ Debra K. Osteen
Debra K. Osteen
Chief Executive Officer and Director

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Acadia Healthcare Company, Inc. (the “Company”) on Form 10-K for the year ended December 31, 2021, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, David M. Duckworth, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 1, 2022

/s/ David M. Duckworth
David M. Duckworth
Chief Financial Officer

Section VII, Financial Feasibility
Criterion 1120.130 Financial Viability

This project will be funded entirely with cash and cash equivalents. A copy of Acadia Healthcare Company, Inc.'s 2021 10-K statement evidencing sufficient internal resources to fund the project is attached at Attachment – 33.

Section IX, Economic Feasibility
Criterion 1120.140(a), Reasonableness of Financing Arrangements

Attached at Attachment – 36A is a letter from Christopher L. Howard, Vice President and Secretary of Acadia Healthcare Company, Inc. and Chicago BH Hospital, LLC attesting that the total estimated project costs will be funded entirely with cash.

Debra Savage
Chair
Illinois Health Facilities and Services Review Board
525 West Jefferson Street, 2nd Floor
Springfield, Illinois 62761

Re: Reasonableness of Financing Arrangements

Dear Chair Savage:

I hereby certify under penalty of perjury as provided in § 1-109 of the Illinois Code of Civil Procedure, 735 ILCS 5/1-109 and pursuant to 77 Ill. Admin. Code § 1120.140(a) that the total estimated project costs and related costs will be funded in total with cash and cash equivalents.

Sincerely,

Christopher L. Howard
Vice President and Secretary
Acadia Healthcare Company, Inc.
Chicago BH Hospital, LLC

Subscribed and sworn to me
This 4th day of October, 2022

Notary Public

ANGIE D. HOEHN
STATE OF TENNESSEE NOTARY PUBLIC
WILLIAMSON COUNTY, TN

Section IX, Economic Feasibility
Criterion 1120.140(b), Conditions of Debt Financing

This project will be funded in total with cash and cash equivalents. Accordingly, this criterion is not applicable.

Section IX, Economic Feasibility
Criterion 1120.140(c), Reasonableness of Project and Related Costs

1. The cost and gross square feet by department is provided in the table below.

COST AND GROSS SQUARE FEET BY DEPARTMENT OR SERVICE									
Department (list below)	A	B	C	D	E	F	G	H	Total Cost (G + H)
	Cost/Square Foot New	Mod.	Gross Sq. Ft. New Circ.*		Gross Sq. Ft. Mod. Circ.*		Const. $ (A x C)	Mod. $ (B x E)	
REVIEWABLE									
Nursing		$309.42			31,752			$9,824,602	$9,824,602
Admissions/Intake		$313.09			1,819			$569,506	$569,506
Pharmacy		$247.02			381			$94,115	$94,115
Contingency		$26.95			33,952			$915,141	$915,141
TOTAL REVIEWABLE		**$335.87**			**33,952**			**$11,403,364**	**$11,403,364**
NON-REVIEWABLE									
Administration		$389.69			3,756			$1,463,691	$1,463,691
Dietary		$143.83			1,871			$269,103	$269,103
Dining/Activity/ Day Room		$26.53			2,110			$559,783	$559,783
ECT Clinic		$331.07			967			$320,149	$320,149
Maintenance		$151.97			652			$99,085	$99,085
Mechanical/ Electrical		$4,869.22			2,352			$11,452,404	$11,452,404
Circulation-Horizontal		$436.12			2,086			$909,741	$909,741
Circulation – Vertical		$193.66			2,954			$572,060	$572,060
Roofing, Exterior Improvements								$1,183,420	$1,183,420
Contingency		$26.91			16,748			$450,741	$450,741
TOTAL NON-REVIEWABLE		**$1,031.78**			**16,748**			**$17,280,177**	**$17,280,177**
TOTALS		**$565.75**			**50,700**			**$28,683,541**	**$28,683,541**

* Include the percentage (%) of space for circulation

2. As shown in Table 1120.140(c) below, the project costs are below the State Board standard.

Table 1120.140(c)			
	Proposed Project	**State Standard**	**Above/Below State Standard**
Modernization Contracts and Contingencies	$11,403,364	$421.24 x 33,952 GSF = $14,301,940	Below State Standard
Contingencies	$915,141	10% - 15% x Modernization Contracts 10% - 15% x $10,488,223 =$1,048,822 - $1,573,233	Meets State Standard
Architectural/Engineering Fees	$998,114	5.87% - 8.81% of Modernization Contracts + Contingencies) = 5.87% - 8.81% x ($10,488,223 + $915,141) = 5.87% - 8.81% x $11,403,364 = $669,377 - $1,004,636	Meets State Standard
Consulting and Other Fees	$129,176	No State Standard	No State Standard
Moveable Equipment	$1,866,620	No State Standard	No State Standard
Other Costs to be Capitalized	$434,397	No State Standard	No State Standard

Section IX, Economic Feasibility
Criterion 1120.140(d), Projected Operating Costs

Operating Expenses	$17,175,048
Patient Days	31,390
Operating Expense per Patient Day	$547.15

Section IX, Economic Feasibility
Criterion 1120.140(e), Total Effect of Project on Capital Costs

Capital Costs	$0
Patient Days	31,390
Capital Costs per Patient Days	$0

Section X, Safety Net Impact Statement

This project is a non-substantive project because it does not propose the establishment of a health care facility. Accordingly, this criterion is not applicable.

Section X, Charity Care

Chicago BH Hospital, LLC is a newly formed entity and has no net revenue or charity care. Thus, it cannot report historical charity care data; however, it anticipates its payor mix for Montrose Behavioral Health Hospital will be as follows:

Payor Source	Percentage of Patients
Medicare	20%
Medicaid	61%
Private Insurance	15%
Tricare/VA	2%
Other (Local Govt)	2%

After paginating the entire completed application indicate, in the chart below, the page numbers for the included attachments:

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